



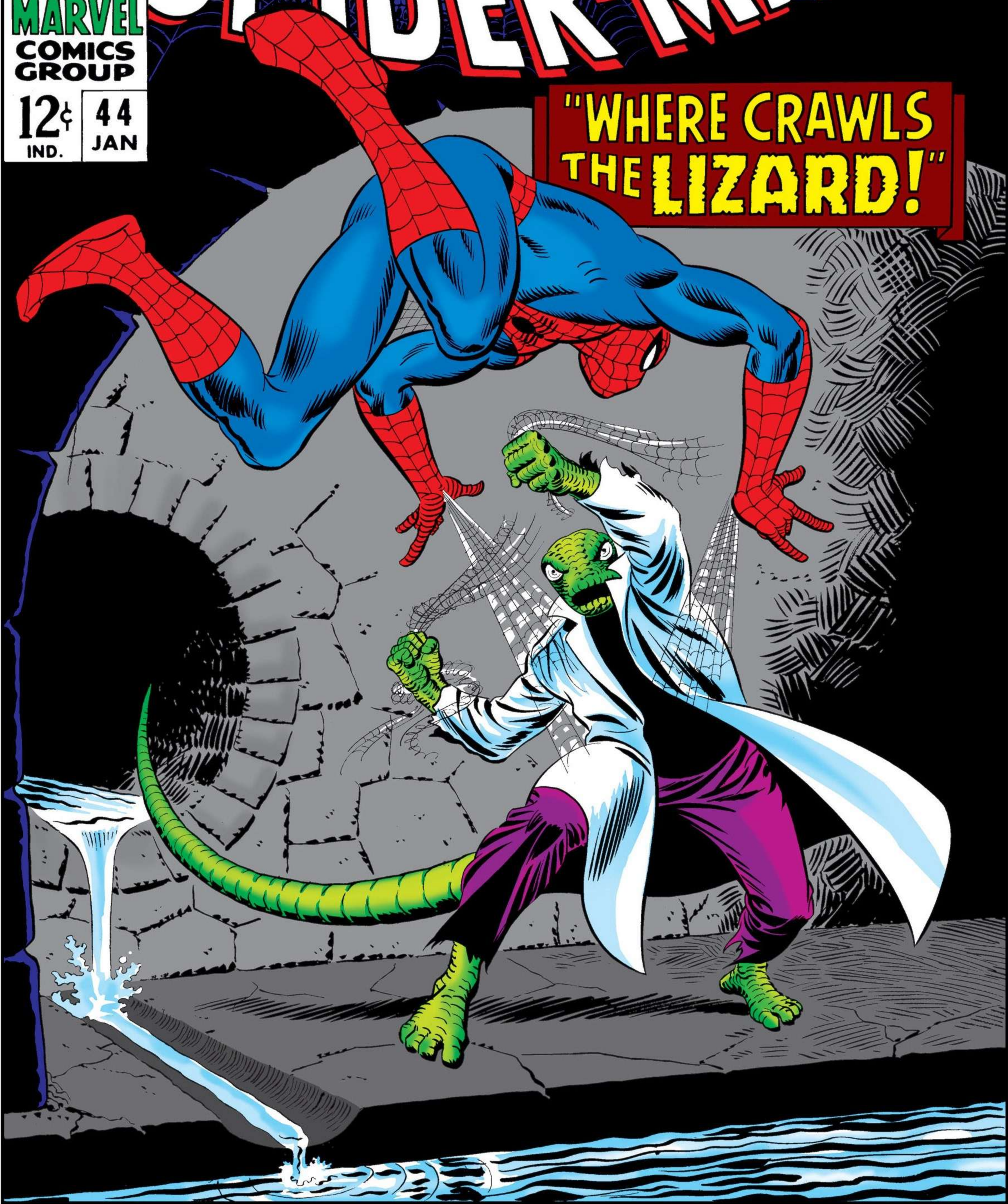
MARVEL
COMICS
GROUP

12¢ 44
IND. JAN

the AMAZING SPIDER-MAN

APPROVED
BY THE
COMICS
CODE
AUTHORITY

"WHERE CRAWLS
THE LIZARD!"



THE AMAZING SPIDER-MAN!

"WHERE CRAWLS THE LIZARD!"

GUESS WHAT? PETEY'S EVER-LOVIN' AUNT MAY IS ACTUALLY GONNA TAKE A VACATION! BUT, AS HER DOTING NEPHEW WALKS HER TO THE TRAIN, A FRIGHTFUL TRANSFORMATION SEEMS TO BE IN THE OFFING ... JUST A STONE'S THROW AWAY...!

NOW STOP WORRYING ABOUT THE *EXPENSE*, AUNT MAY! THE TRAVEL AGENT SAID WE COULD SEND YOU NOW AND PAY *LATER*!

DOC BROMWELL SAID A FEW WEEKS AT THE SEA SHORE WILL HAVE YOU SKIPPING AROUND LIKE A SUPER-HERO IN *NO* TIME!

BUT YOU TOOK YOUR *LAST* THIRTY DOLLARS FOR THE DOWN PAYMENT ON THIS TRIP, PETER!

AWW, I'LL SELL SOME MORE *NEWS PIX* TO JOLLY JONAH AND *DOUBLE* THAT AMOUNT, BEFORE YOU RETURN!

I HOPE!

MARTHA'S TRAIN SHOULD BE ARRIVING FROM *FLORIDA* ANY MINUTE NOW! I CAN'T WAIT TO SEE HER... AND LITTLE *BILLY* AGAIN! HE MUST BE... *WAIT*!

MY HAND! IT'S TURNING *GREEN*... GETTING *SCALY*... LIKE... LIKE A *LIZARD*'S!

NO! NO! IT CAN'T BE HAPPENING TO ME AGAIN! IT *MUSTN'T*! NOT *NOW*! NOT WHEN I'M ABOUT TO SEE MY *WIFE*... AND MY *SON*!

IT'S *MAD*... *INSANE*! THERE'S NO *REASON* FOR IT! NO *REASON*...!

STORY: SMILIN'
STAN LEE
ILLUSTRATION: JAZZY
JOHN ROMITA
LETTERING: SWINGIN'
SAM ROSEN
LUGGAGE: HONEST
IRVING FORBUSH

BUT THEN, SECONDS LATER...

IT'S *SUBSIDING* AGAIN... GETTING BACK TO *NORMAL*!

PERHAPS I JUST *IMAGINED* IT... IN THE EXCITEMENT OF WAITING FOR MARTHA AND BILLY!

AND YET... I'VE FELT *STRANGE*... EVER SINCE I HELPED *SPIDER-MAN* CREATE A POTION TO DEFEAT THE *RHINO*!*

THAT *POTION*! WHY DIDN'T I THINK OF IT *BEFORE*?

* JUST LAST ISH! IF YOU FORGOT, SHAME ON YOU! -- STERN STAN.

THE POTION WAS CREATED OF CERTAIN INGREDIENTS WHICH WERE *ALSO* USED IN THE FORMULA WHICH YEARS AGO TURNED ME INTO...THE *LIZARD*!

CAN IT BE THAT THE SIMPLE ACT OF *HANDLING* THE POTION...OF INHALING ITS *FUMES*... HAS ACTUALLY TRIGGERED THAT DREADFUL REACTION IN MY BODY *AGAIN*?

IF SO...IT MEANS THAT I MIGHT CHANGE BACK TO THE *LIZARD* AT ANY MOMENT.. JUST AS *DANGEROUS*... JUST AS *DEADLY*...AS EVER BEFORE!

GOSH! I COULD HAVE *SWORN* I SAW *CURT CONNORS* BEHIND THAT PILLAR!

PETER, DEAR...ARE YOU *SURE* YOU'LL BE ALL RIGHT WITH ME *GONE*? WILL YOU GET TO BED *EARLY* AT NIGHT...AND EAT PLENTY OF *VEGETABLES*?

SURE, AUNT MAY! DON'T YOU WORRY ABOUT A *THING*! I'LL TAKE MY *VITAMIN PILLS* AND STAY OUT OF DRAFTS AND *EVERYTHING*!

AS FOR YOU, YOUNG LADY...REMEMBER.. NO *FOOTBALL PRACTICE* OR *KARATE LESSONS*! AT LEAST NOT FOR THE FIRST FEW DAYS!

OH, PETER! HERE I AM... *DESERTING* YOU...LEAVING YOU ALONE, WITH NO ONE TO LOOK *AFTER* YOU...AND YOU'RE TAKING IT WITHOUT A *WHIMPER*!

YOU'RE THE MOST *WONDERFUL* NEPHEW ANY WOMAN EVER HAD!

HONK!

MEANWHILE, AT A NEARBY TRACK, WE FIND...

GOLLY, MOM... DO YOU THINK DAD'LL TAKE ME TO SEE THE *JETS*?

I'M *SURE* HE WILL, BILLY! BUT...I WONDER WHERE HE *IS*? I WAS HOPING HE'D BE *WAITING* FOR US!

MAYBE HE'S *HIDING*.. TO *SURPRISE* US...LIKE HE USED TO DO WHEN I WAS *LITTLE*!

CAN SOMETHING HAVE *HAPPENED* TO HIM?

I DON'T WANT TO WORRY *BILLY*, BUT CURT IS *NEVER* LATE... UNLESS...

NO! I WON'T EVEN *THINK* OF IT! IT *CAN'T* BE!

AND, JUST A FEW FEET AWAY... CONCEALED BEHIND A SHADOWY ARCH...

I *WASN'T* IMAGINING IT! MY..MY *RIGHT ARM* IS TINGLING...JUST AS IT DID...THE *LAST TIME*?

THAT'S HOW IT ALL *STARTED*... I THOUGHT I COULD *RE-GROW* MY ARM...LIKE SOME OF THE LOWER ORDER *REPTILES* DO...BY DRINKING A *SERUM* EXTRACTED FROM EXPERI-MENTAL *LIZARDS*!

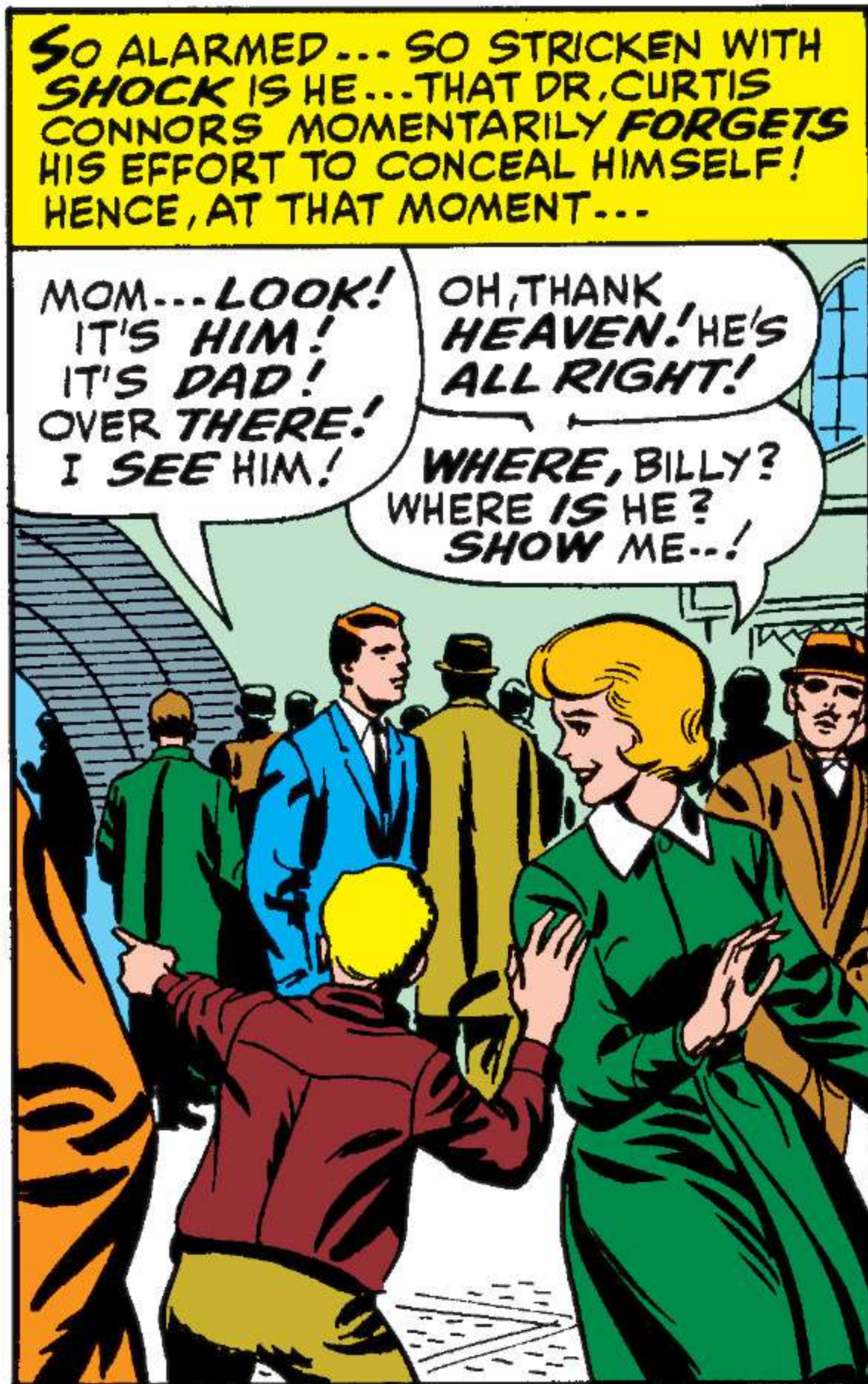
BUT, I DIDN'T *REALIZE* THAT THE SAME *SERUM* THAT ENABLED ME TO GROW A NEW *ARM*, WOULD ALSO *CHANGE* ME..INTO A HUMAN *LIZARD*!*

*DON'T TAKE *OUR* WORD FOR IT! CHECK WITH ISH #6!.. SCRUPULOUS STAN



IN FACT, IF SPIDER-MAN HADN'T SAVED ME BY GIVING ME THAT ANTIDOTE, I'D... OH... NO!!

MY HAND! IT'S TURNED SCALY AND GREEN AGAIN! BUT... THIS TIME... THERE'S NO DOUBT...



SO ALARMED... SO STRICKEN WITH SHOCK IS HE... THAT DR. CURTIS CONNORS MOMENTARILY FORGETS HIS EFFORT TO CONCEAL HIMSELF! HENCE, AT THAT MOMENT...

MOM... LOOK! IT'S HIM! IT'S DAD! OVER THERE! I SEE HIM!

OH, THANK HEAVEN! HE'S ALL RIGHT!

WHERE, BILLY? WHERE IS HE? SHOW ME--!



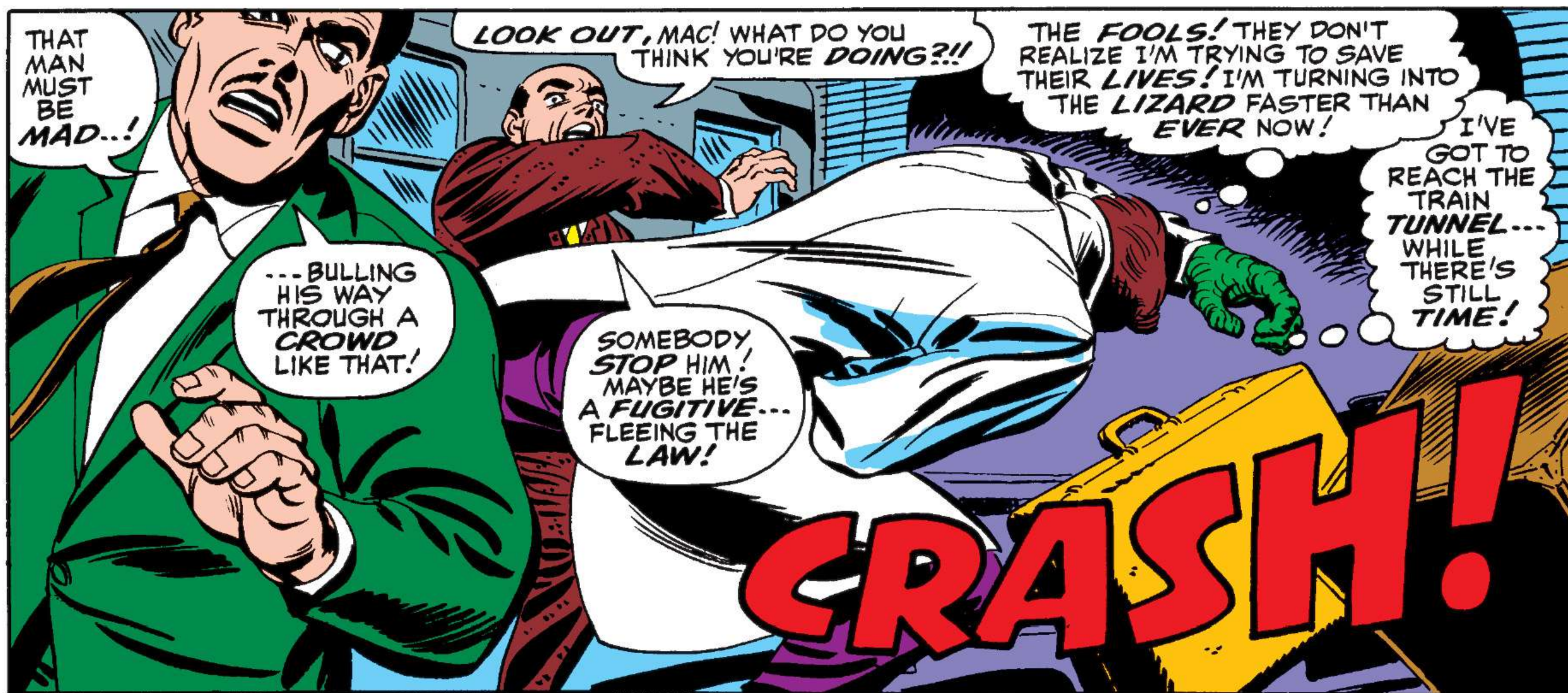
HE'S RIGHT OVER TH... MOM! HE'S RUNNING AWAY! HE'S DISAPPEARING INTO THE CROWD!

BILLY SAW ME!

I CAN'T FACE THEM LIKE THIS! I'VE GOT TO RUN... GOT TO HIDE! GOT TO GET AWAY..!

SAY! WATCH WHERE YOU'RE GOING!

IF I DON'T GET OUT OF HERE IN TIME... NOBODY WILL BE SAFE!



THAT MAN MUST BE MAD...!

LOOK OUT, MAC! WHAT DO YOU THINK YOU'RE DOING?!!

THE FOOLS! THEY DON'T REALIZE I'M TRYING TO SAVE THEIR LIVES! I'M TURNING INTO THE LIZARD FASTER THAN EVER NOW!

I'VE GOT TO REACH THE TRAIN TUNNEL... WHILE THERE'S STILL TIME!

...BULLING HIS WAY THROUGH A CROWD LIKE THAT!

SOMEBODY STOP HIM! MAYBE HE'S A FUGITIVE... FLEEING THE LAW!

CRASH!



SPIDER-MAN HELPED ME IN THE PAST! IF ONLY I KNEW WHERE TO FIND HIM AGAIN! BUT... I DON'T! NOBODY KNOWS WHERE HE IS... OR WHO HE IS!

THE CHANGE IS SPEEDING UP NOW! IT'S GETTING HARDER TO THINK CLEARLY! EVERYTHING GETTING HAZY... SHADY... CAN'T REMEMBER... WHERE I'M RUNNING TO...!

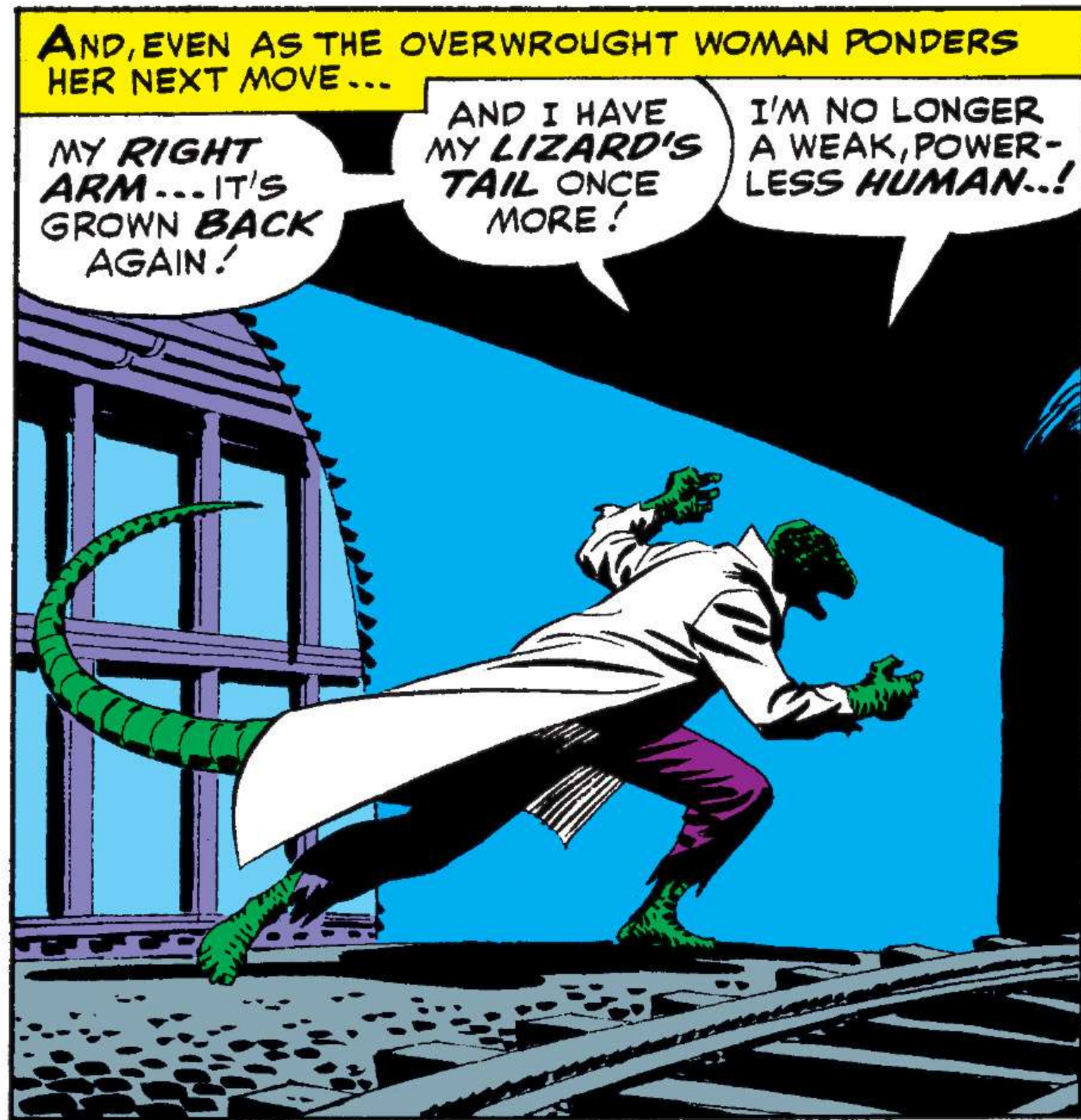
MARTHA! BILLY! WANTED TO SEE THEM... HOLD THEM IN MY ARMS! BUT NOW... IT DOESN'T SEEM TO MATTER... NOW... NOTHING MATTERS...!

THAT MAN... RUNNING INTO THE TUNNEL!

STOP! COME BACK! YOU CAN'T GO THERE! COME BACK!

SOMEBODY CALL THE POLICE!

NOTHING EXCEPT ESCAPE! NO ONE MUST FIND ME... NO ONE MUST GET ME! I MUST BE FREE!



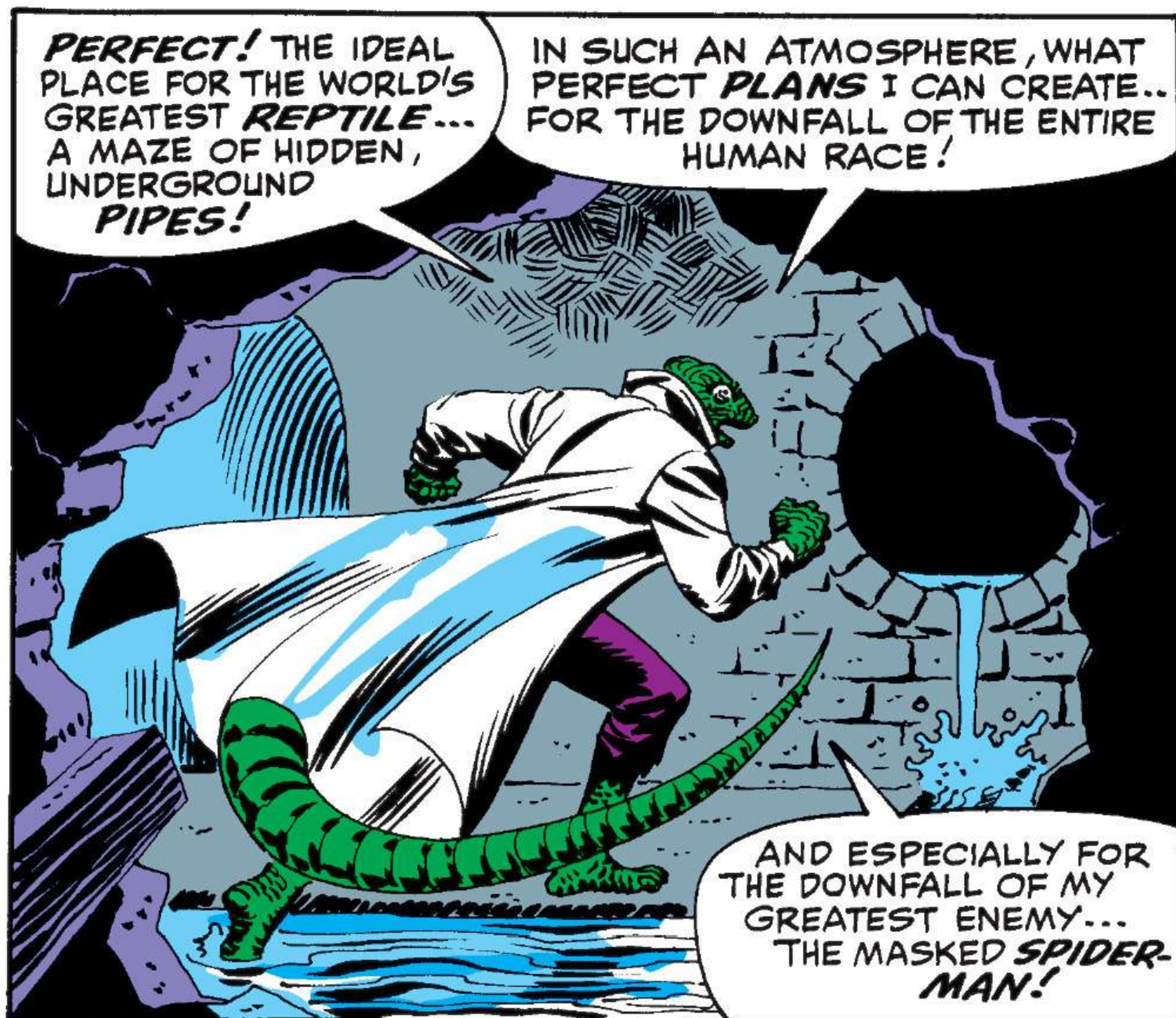


WITH THE UNIMAGINABLE **POWER** I NOW POSSESS, I CAN DO **ANYTHING!**

NOTHING CAN STAND IN MY WAY! NOTHING CAN MATCH THE SUPREME POWER OF...THE **LIZARD!**

THROOM!

I'LL NEED A **LAIR** OF MY OWN...AND I'LL **FIND** ONE...BEHIND THIS TUNNEL WALL!



PERFECT! THE IDEAL PLACE FOR THE WORLD'S GREATEST **REPTILE**... A MAZE OF HIDDEN, UNDERGROUND **PIPES!**

IN SUCH AN ATMOSPHERE, WHAT PERFECT **PLANS** I CAN CREATE... FOR THE DOWNFALL OF THE ENTIRE HUMAN RACE!

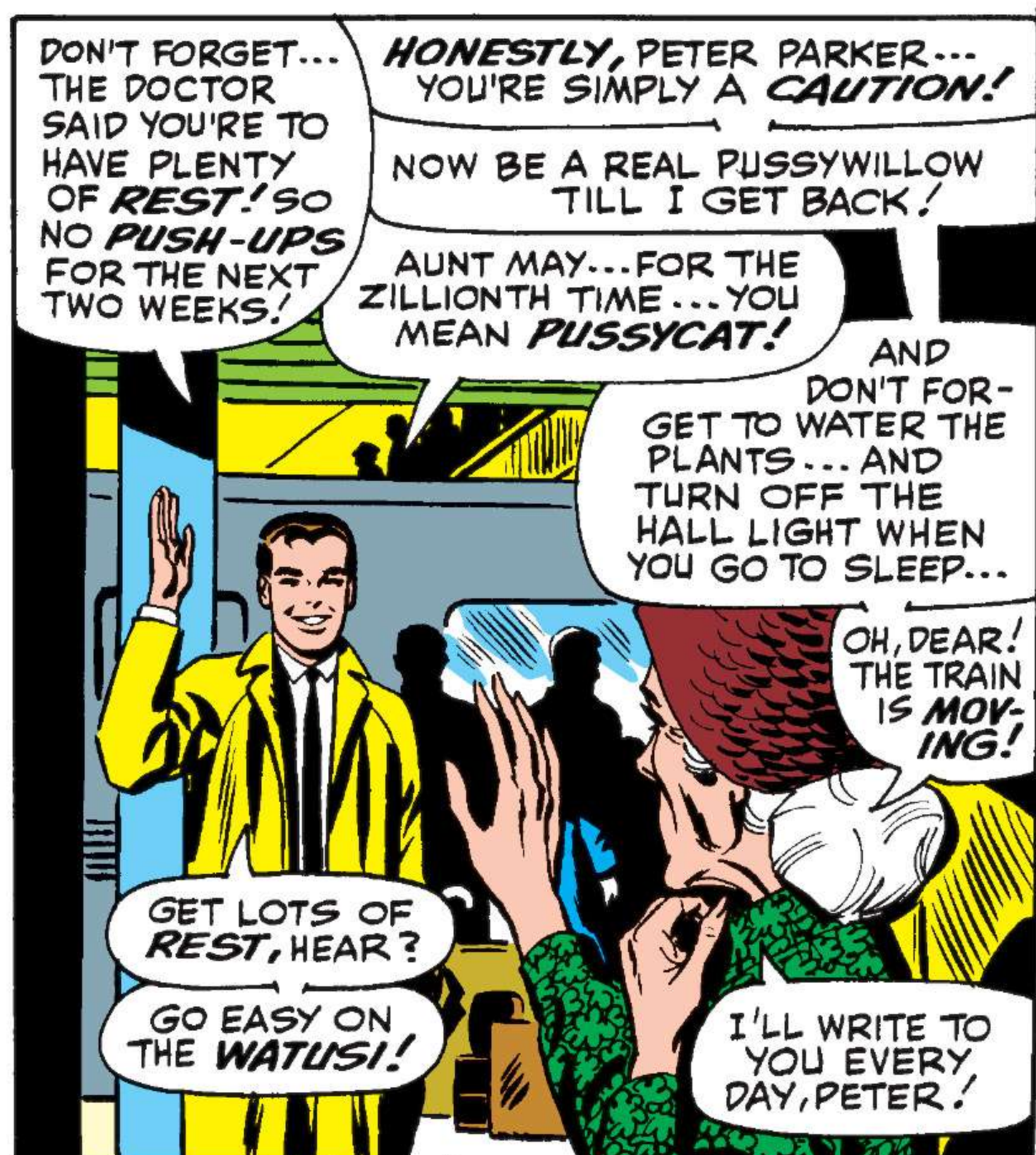
AND ESPECIALLY FOR THE DOWNFALL OF MY GREATEST ENEMY... THE MASKED **SPIDER-MAN!**



AND, SPEAKING OF SPIDEY...

REMEMBER, DEAR... IF YOU **NEED** ANYTHING, CALL MY FRIEND, **MRS. WATSON!** DRINK PLENTY OF MILK... DON'T NEGLECT YOUR STUDIES... AND BE SURE TO GET A **HAIRCUT!**

AND YOU BE SURE TO HAVE A GREAT TIME, AUNT MAY! I'LL BE OKAY, HERE... SO DON'T WORRY ABOUT A **THING!**



DON'T FORGET... THE DOCTOR SAID YOU'RE TO HAVE PLENTY OF **REST!** SO NO **PUSH-UPS** FOR THE NEXT TWO WEEKS!

HONESTLY, PETER PARKER... YOU'RE SIMPLY A **CAUTION!**

NOW BE A REAL PUSSYWILLOW TILL I GET BACK!

AUNT MAY...FOR THE ZILLIONTH TIME...YOU MEAN **PUSSYCAT!**

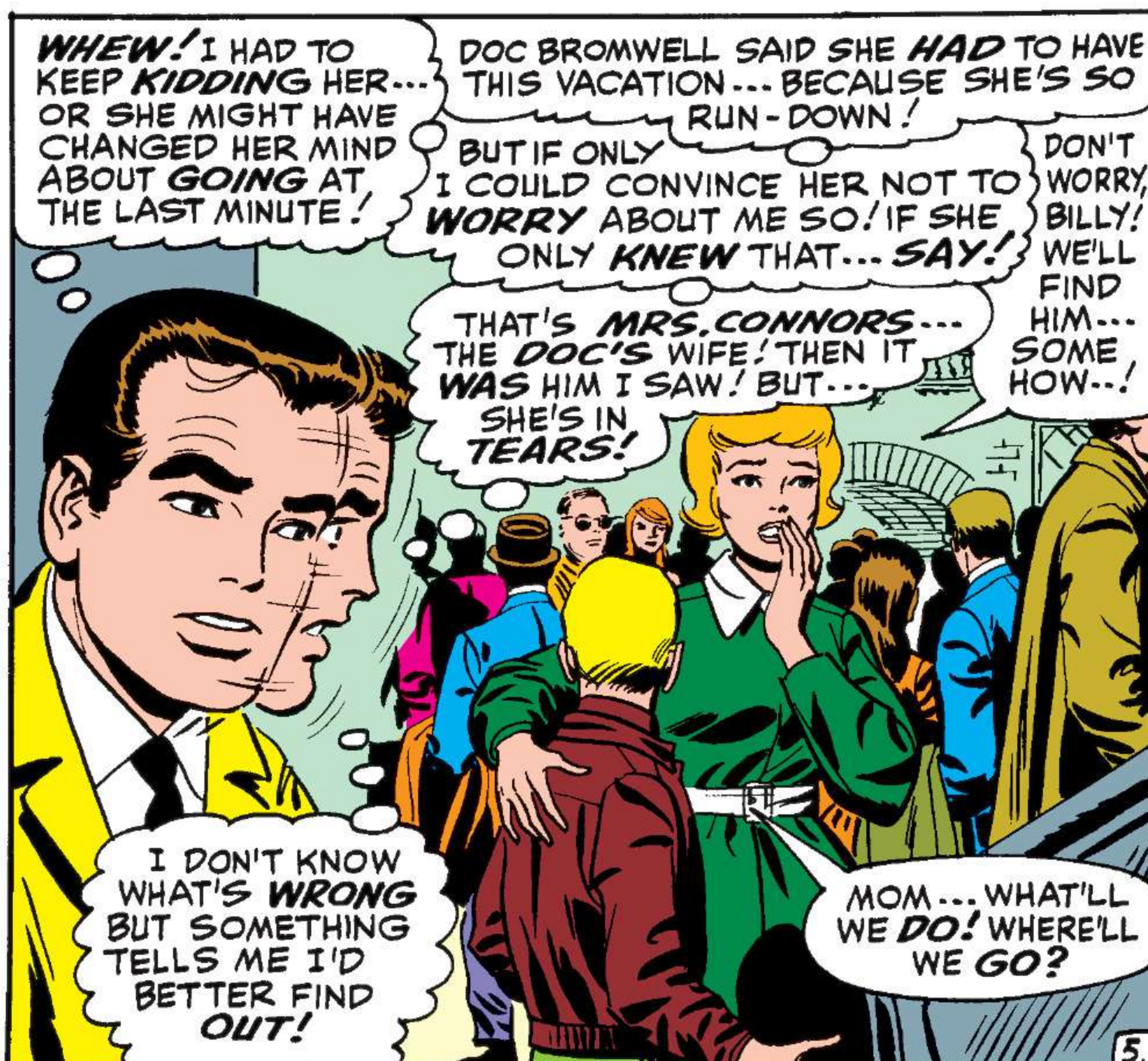
AND DON'T FORGET TO WATER THE PLANTS... AND TURN OFF THE HALL LIGHT WHEN YOU GO TO SLEEP...

OH, DEAR! THE TRAIN IS **MOVING!**

GET LOTS OF **REST,** HEAR?

GO EASY ON THE **WATUSI!**

I'LL WRITE TO YOU EVERY DAY, PETER!



WHEW! I HAD TO KEEP **KIDDING** HER... OR SHE MIGHT HAVE CHANGED HER MIND ABOUT **GOING** AT THE LAST MINUTE!

DOC BROMWELL SAID SHE **HAD** TO HAVE THIS VACATION... BECAUSE SHE'S SO **RUN-DOWN!**

BUT IF ONLY I COULD CONVINCE HER NOT TO **WORRY** ABOUT ME SO! IF SHE ONLY **KNEW** THAT... **SAY!**

THAT'S **MRS. CONNORS**... THE **DOC'S** WIFE! THEN IT WAS HIM I SAW! BUT... SHE'S IN **TEARS!**

DON'T WORRY, BILLY! WE'LL FIND HIM... SOMEHOW...

I DON'T KNOW WHAT'S **WRONG** BUT SOMETHING TELLS ME I'D BETTER FIND **OUT!**

MOM... WHAT'LL WE **DO!** WHERE'LL WE **GO?**

SHE DOESN'T *KNOW* PETER PARKER.. BUT SHE MET ME AS *SPIDER-MAN* DURING MY BATTLE WITH THE LIZARD!

AND IT LOOKS TO ME AS THOUGH IT'S TIME FOR MRS. CONNORS TO MEET *SPIDEY* AGAIN!

THAT LADY CAN USE A FRIEND!

FINDING THE NEAREST PHONE BOOTH OCCUPIED, OUR HERO MAKES A QUICK CHANGE HIGH ABOVE THE RAFTERS ... AND THEN ...

WELCOME TO THE BIG TOWN, MRS. CONNORS!

LOOK! IT'S *SPIDER-MAN*!

THANK GOODNESS! HE'S THE ONLY ONE I CAN TURN TO!

I HAPPENED TO BE SWINGING BY AND RECOGNIZED YOU! YOU LOOK *UPSET*... IS THERE ANYTHING I CAN DO?

I DON'T *KNOW*! IT'S MY HUSBAND... CURTIS! HE WAS TO HAVE *MET* US HERE ON OUR ARRIVAL! BUT, THERE'S NO *TRACE* OF HIM!

DO YOU *ALWAYS* SWING THROUGH PENN STATION LIKE THIS??

IT DEPENDS, BILLY! SOMETIMES I BUZZ THE *BUS* TERMINAL OR ZERO IN ON THE *AIRPORT*!

BILLY DEAR.. GO GET SOME SODA POP WHILE I TALK TO SPIDER-MAN!

AWW, MOM! I WANNA TALK TO HIM...

PLEASE, DEAR! IT'S IMPORTANT!

HE SURE HAS *GROWN* SINCE LAST TIME!

NOW, SUPPOSE YOU TELL ME WHAT THE *PROBLEM* IS, MRS. CONNORS! HAS IT ANYTHING TO DO WITH... YOUR *HUSBAND*?

I DON'T KNOW HOW TO *SAY* IT! BILLY AND I *SAW* HIM HERE! BUT, WHEN HE *SAW* US... HE TURNED IN PANIC, AND LOST HIMSELF IN THE CROWD!

STRANGE... I THOUGHT I HAD SEEN HIM EARLIER, TOO!

BUT, HE *LOVES* YOU... AND BILLY! WHY WOULD HE HAVE *RUN* FROM YOU?

I'VE BEEN ASKING MYSELF THE *SAME* QUESTION ... AND I'M AFRAID TO EVEN *THINK* OF THE ANSWER!

FOR, *YOU* KNOW... AS WELL AS *I*... WHAT THE ONLY ANSWER CAN *BE*!

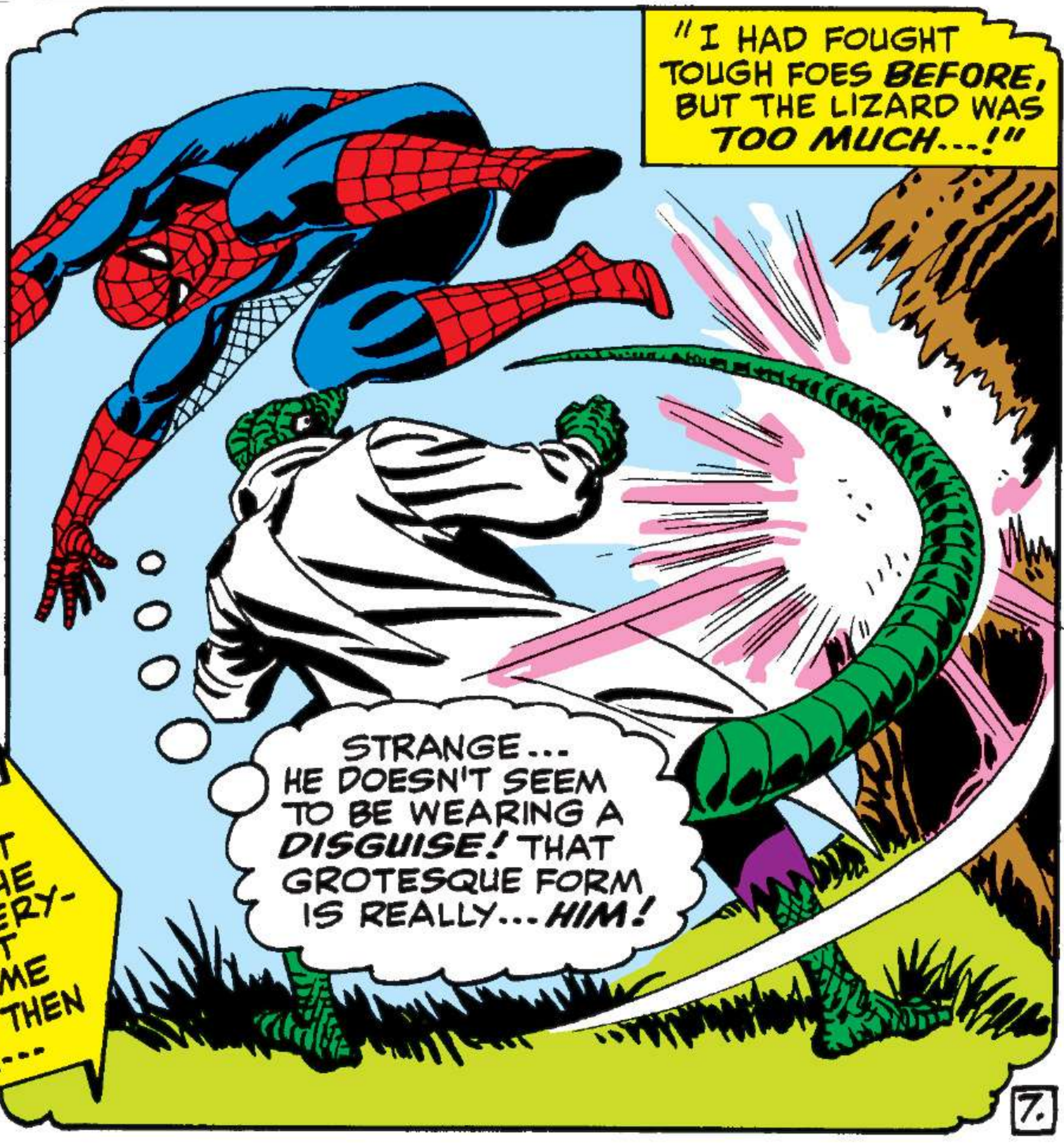
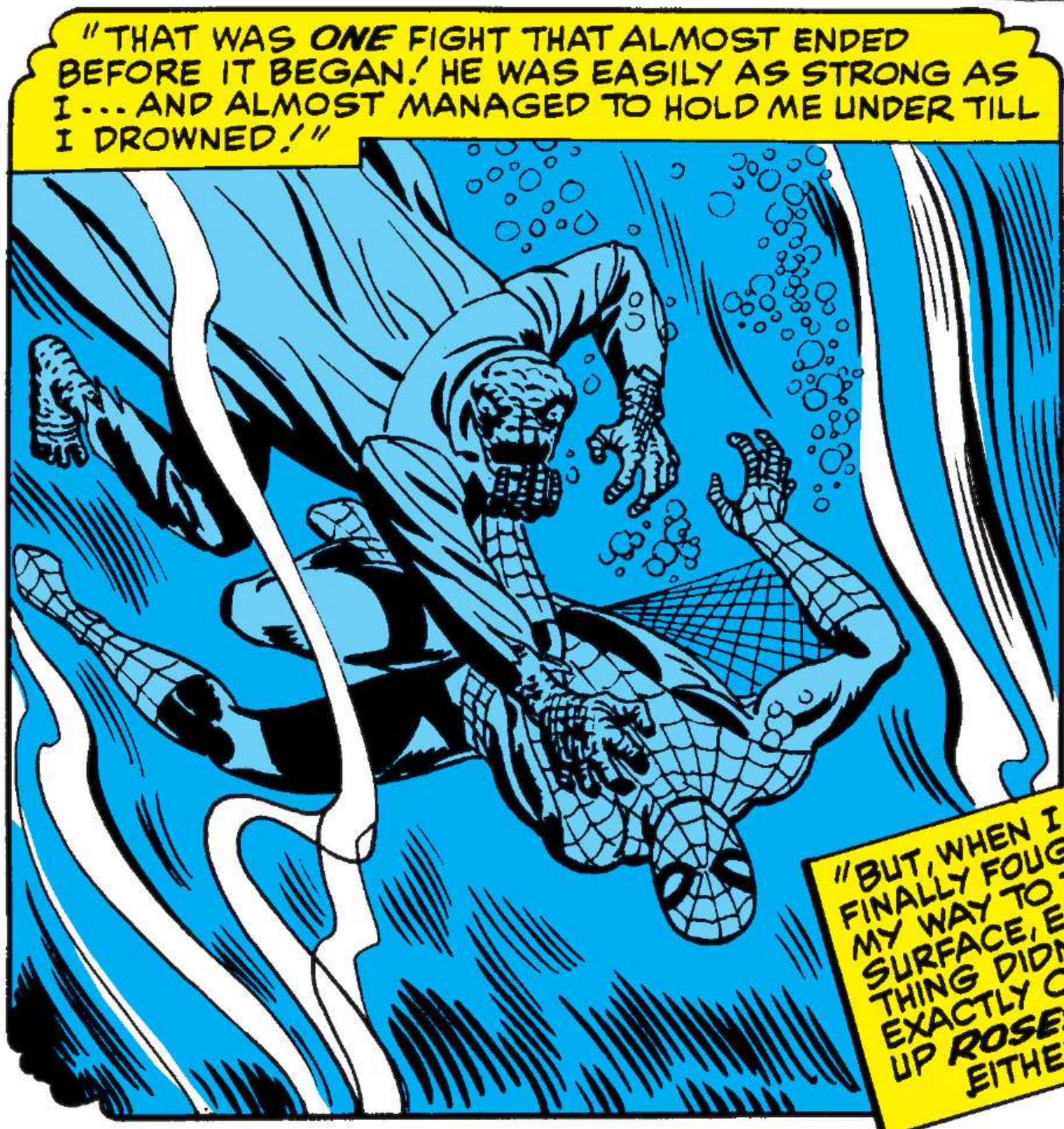
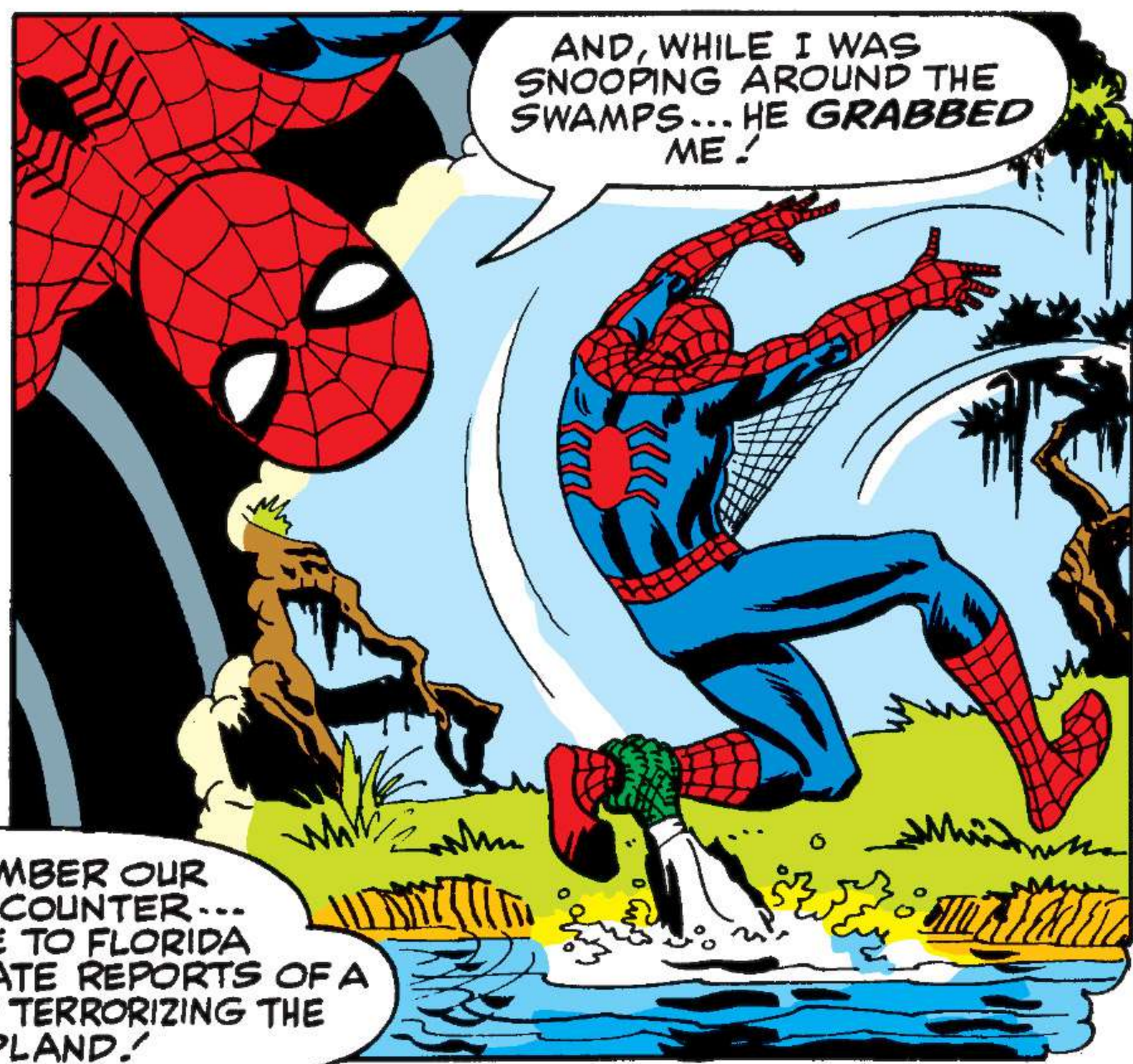
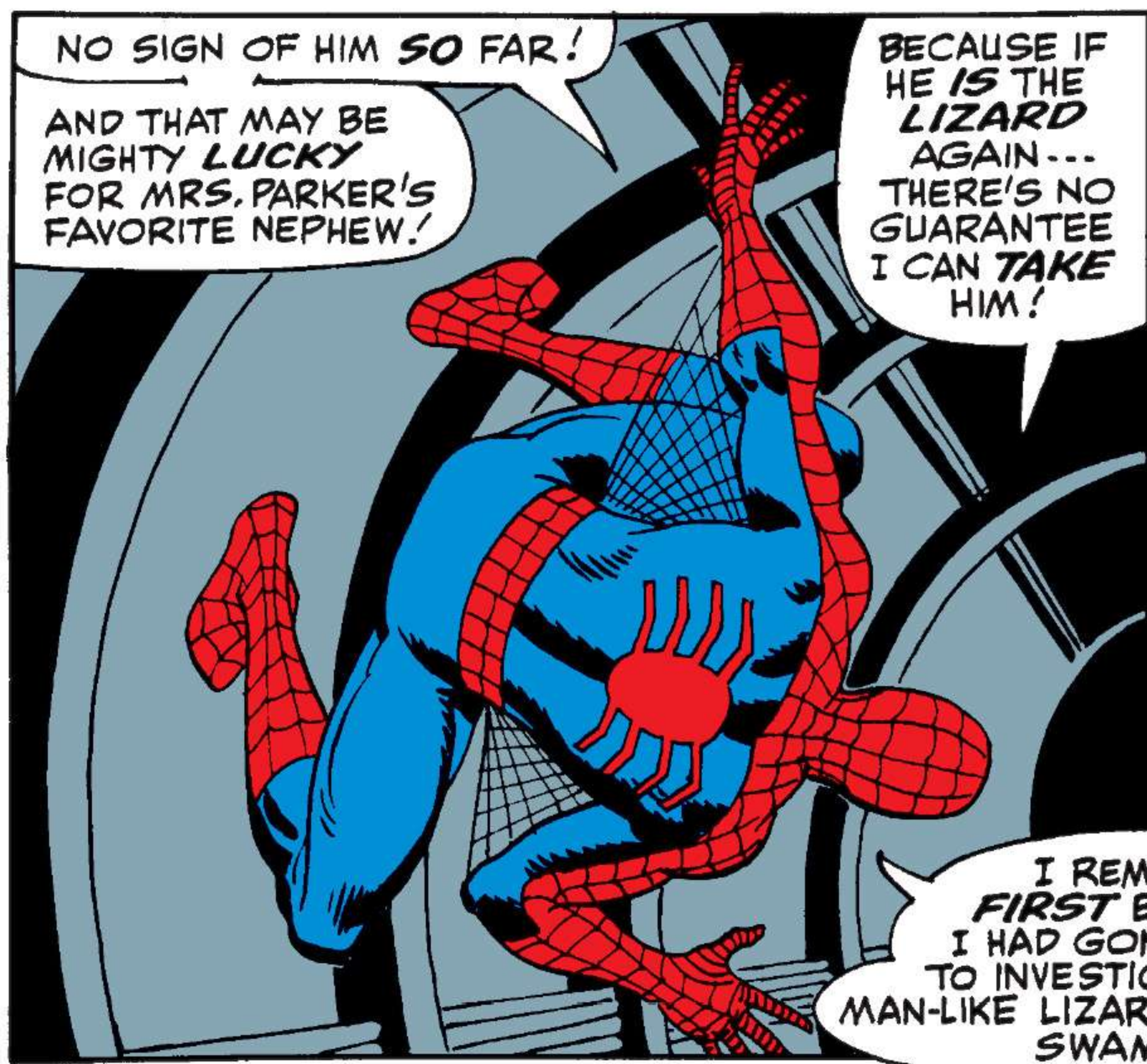
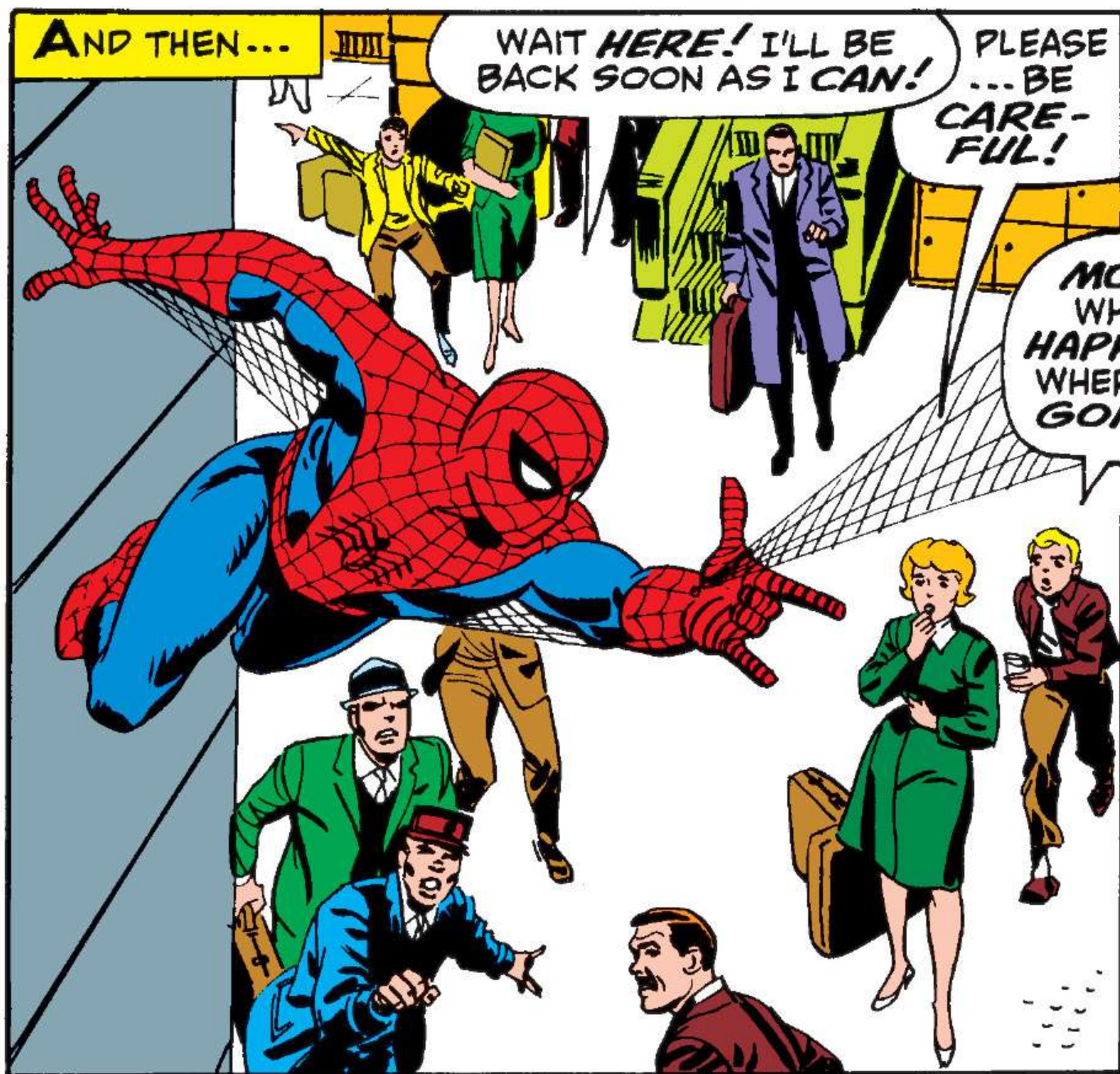
WHAT IF HE'S *CHANGING* AGAIN... BACK TO... THE *LIZARD*??

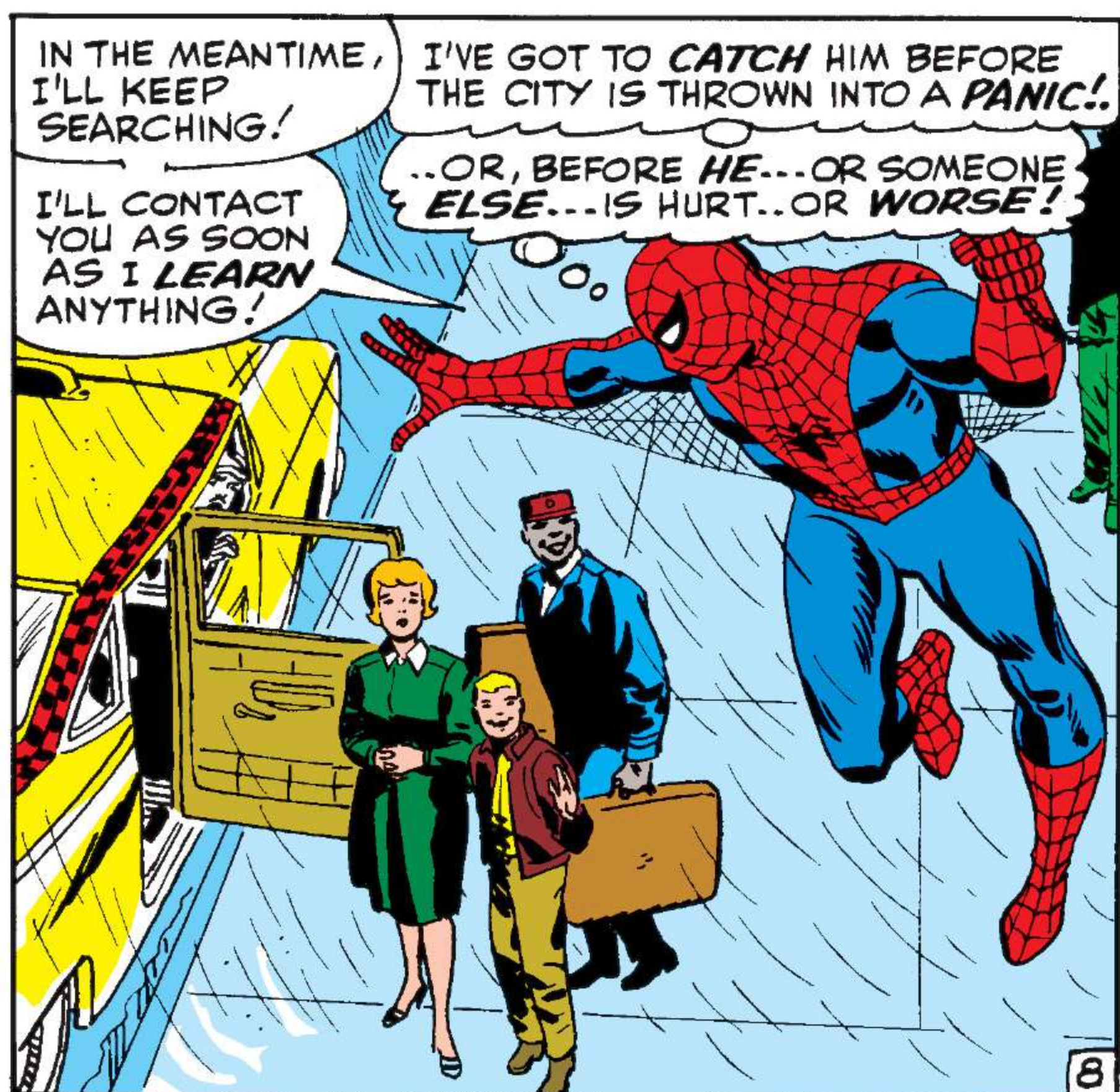
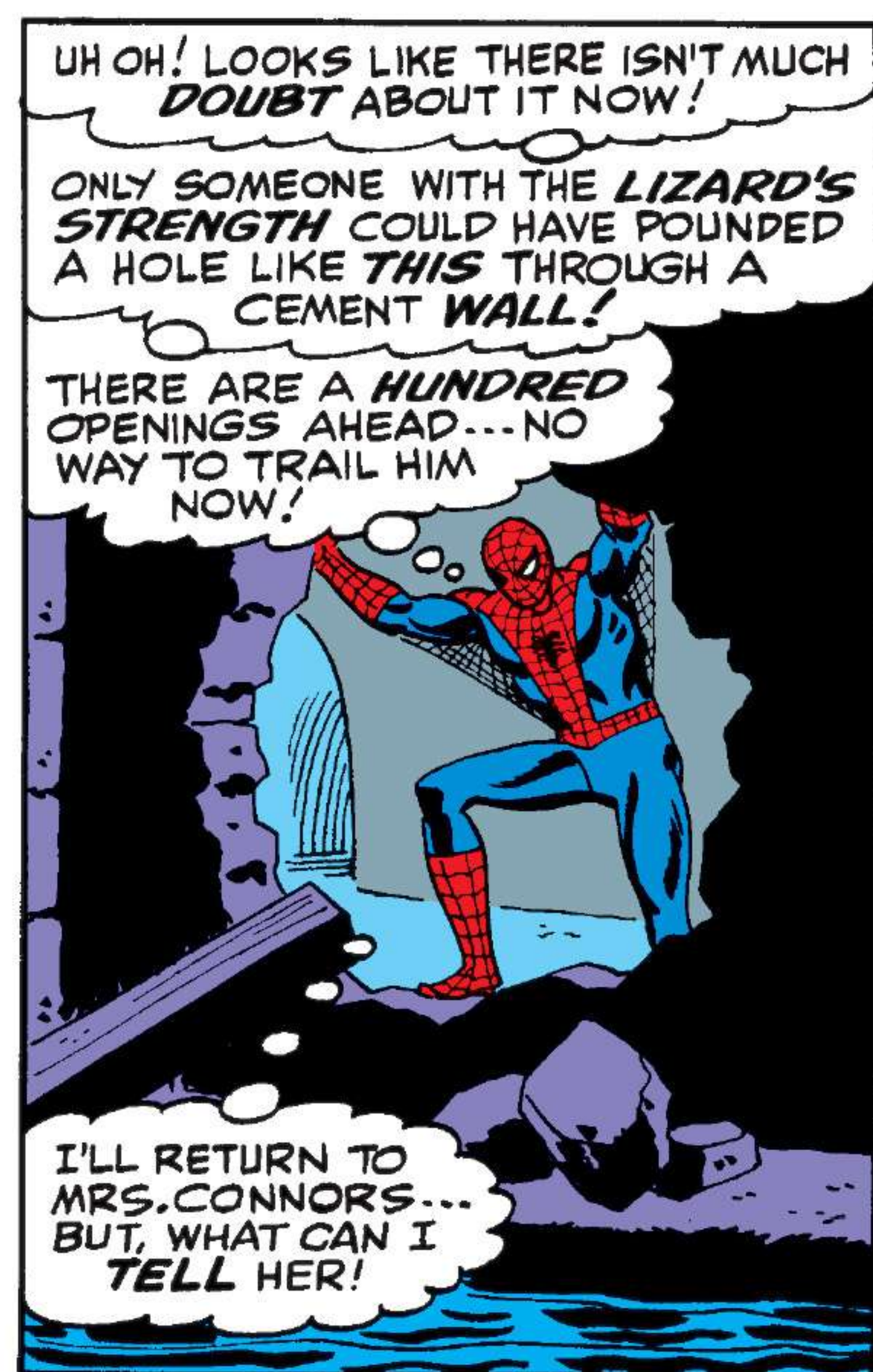
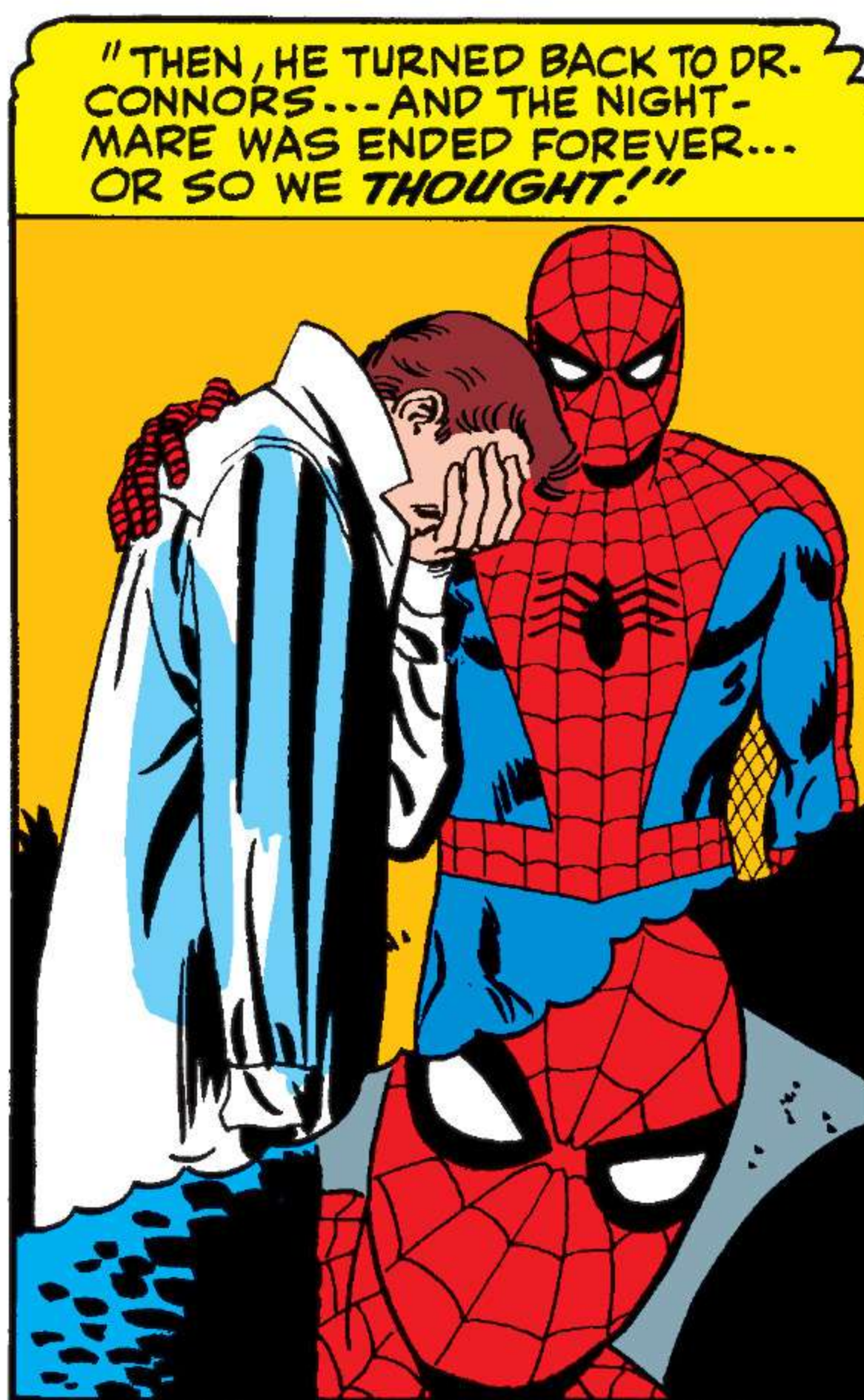
YOU MANAGED TO SAVE HIM *ONCE*... BY A *MIRACLE*! BUT, IF IT HAPPENS *AGAIN*... HE'LL BE WISER... MORE CAUTIOUS... MORE DEADLY THAN *EVER*!

I HOPE OUR SUSPICIONS ARE *WRONG*! BUT... WE CAN'T AFFORD TO TAKE ANY CHANCES! WHICH WAY DID HE GO?

RIGHT *THERE*! HE SEEMED TO BE HEADING FOR THAT *TUNNEL*!

THAT'S ALL I WANTED TO *KNOW*!





BUT THEN, AFTER NEARLY AN HOUR OF FUTILE SEARCHING ...

IT'S NO USE! THE CITY'S TOO **BIG**...AND HE'S TOO **CRAFTY**!

I'LL HAVE TO WAIT FOR **HIM** TO MAKE THE NEXT MOVE!

AND, WHILE I'M WAITING, THERE'S **ANOTHER** PROBLEM I'D BETTER WRESTLE WITH!

I'VE GOT TO SCRAPE UP ENOUGH MONEY TO PAY FOR AUNT MAY'S TRIP!

IF I CAN ONLY SELL **JONAH** A SPECIAL PHOTO FEATURE ON THE **LIZARD**!

EXCEPT FOR MRS. CONNORS... AND BILLY... I'M STILL THE ONLY ONE WHO KNOWS HE REALLY **EXISTS**!

I'D BETTER HEAD FOR THE **BUGLE**!

AND, AT THE OFFICE OF THE DAILY BUGLE...

HI, BETTY! I WAS **HOPING** I'D SEE YOU ...TO WISH YOU **LUCK** ON YOUR ENGAGEMENT TO NED!

THANKS, PETER! NED AND I WILL WANT YOU AT THE **WEDDING**... SOON AS WE SET THE DATE!

WOULDN'T MISS IT FOR THE **WORLD**, BETTY!

I REALLY **MEAN** IT! I COULDN'T BE **HAPPIER** FOR HER!

I CAN HARDLY BELIEVE THAT I ONCE THOUGHT I WAS IN **LOVE** WITH HER! NOW, SHE'S LIKE A **SISTER** TO... **UH-OH!**

HI, MR. JAMESON! CAN I **SEE** YOU FOR A MINUTE?

LOOK ALL YOU **WANT** TO! IT'S A **FREE** COUNTRY!

REMEMBER SOMEONE CALLED THE **LIZARD**?

IF I COULD **FIND** HIM AGAIN AND GET SOME **SHOTS**, WOULD YOU BE INTERESTED IN A **PICTURE STORY** ON HIM?

COME OFF IT, PARKER! YOU KNOW THERE'S **NO SUCH GUY**!

BUT IT'S ABOUT TIME YOU BROUGHT ME **SOMETHING** WORTH PRINTING! PERSONALLY, I THINK YOU LOST THE OL' **PAZZAZZ**!

CAN'T GIVE UP **NOW**! I'VE JUST GOT TO GET THAT MONEY...NO MATTER **WHAT**!

FORGET IT! I'M **THROUGH** GIVING THAT PHONY **WALL-CRAWLER** FREE PUBLICITY!

THEN, SUPPOSE I'M LUCKY ENOUGH TO GET SOME NEW PIX OF **SPIDER-MAN**? HE'S ALWAYS NEWSWORTHY!

WELL, HOW ABOUT AN **EXPOSE** THAT'LL PROVE HE'S A **MENACE**?

NOW YOU'RE TALKIN' KID!

HMMM... PARKER'S AFTER A **STORY** AGAIN!

I'VE ALWAYS **WONDERED** HOW HE MANAGES TO GET MORE PICTURES OF **SPIDER-MAN** THAN ANYONE **ELSE**!

YOU BRING ME SOME PIX THAT'LL MAKE THAT FINKY FREAK LOOK **BAD**, AND I'LL GIVE YOU A **MEDAL**, HEAR?

IF IT'S ALL THE SAME TO **YOU**, MISTER... I'LL TAKE **HARD CASH**!

SURE, PARKER... **SURE**! EVERYONE KNOWS HOW **GENEROUS** I AM!

I WONDER IF IT ISN'T TIME FOR THE MAN NAMED **PATCH** TO START **TAILING** PARKER?

SOMETHING TELLS ME THERE COULD BE A **STORY** IN IT! AND IF THERE **IS**, FRED FOSWELL **WANTS** IT!

BE SEEING YOU, BETTY!

SO LONG, PETER! SAY HELLO TO YOUR **AUNT MAY** FOR ME!

SPEAKING OF **SPIDER-MAN** JUST GAVE ME AN **IDEA**!

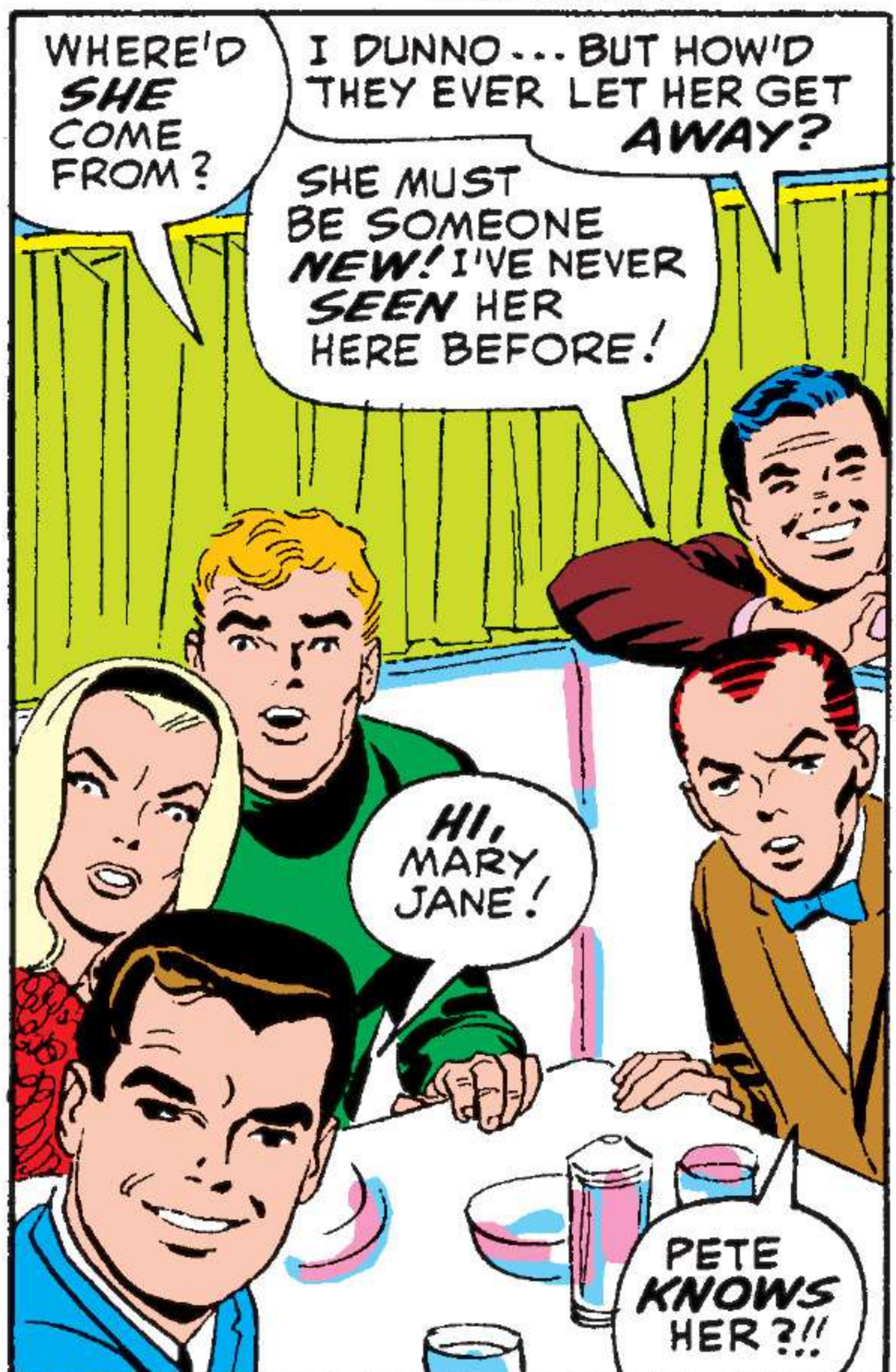
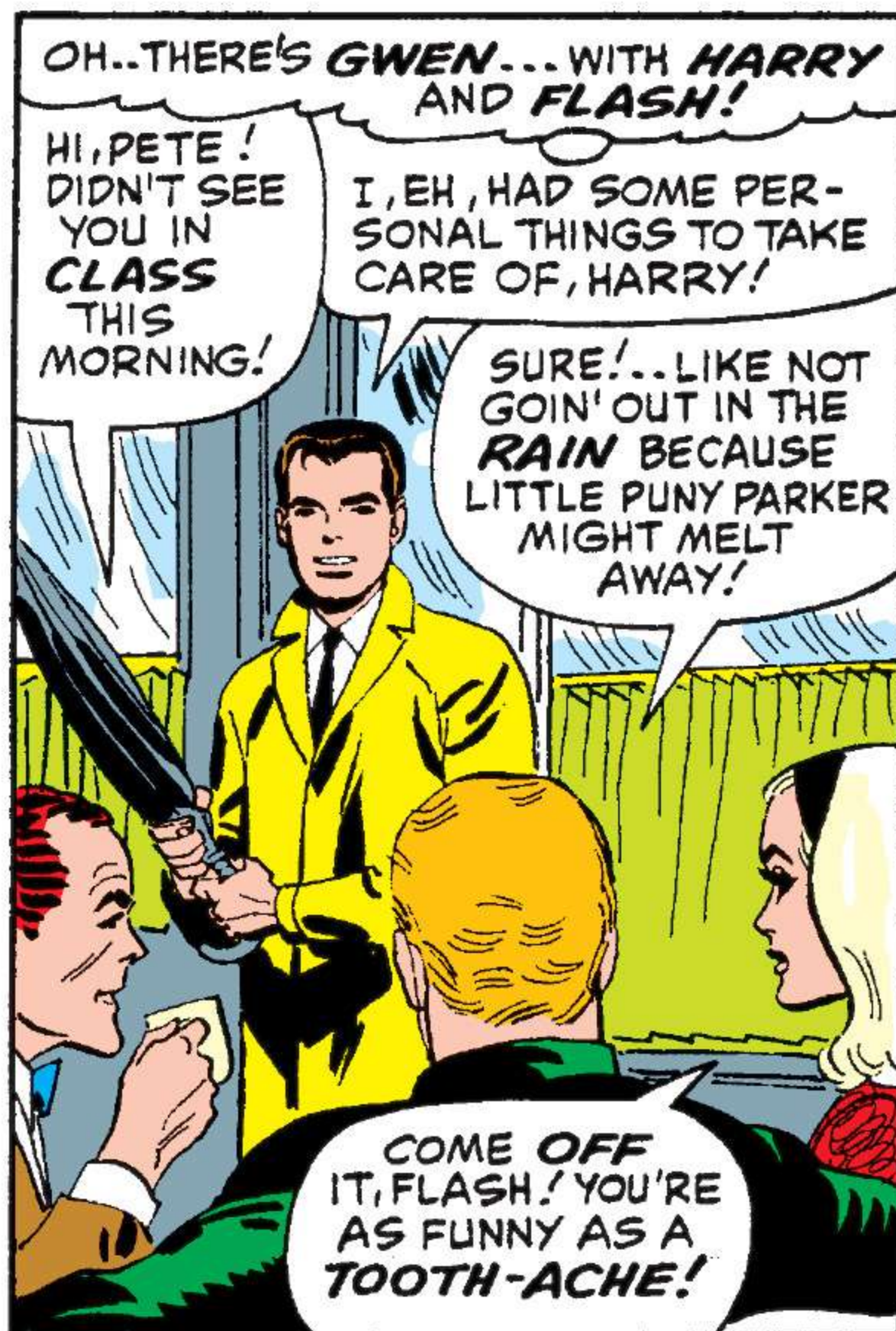
FOSWELL! DIG UP THE NAME OF THAT **COP** WHO HELPED HIM DURING HIS FIGHT WITH THE **RHINO**!

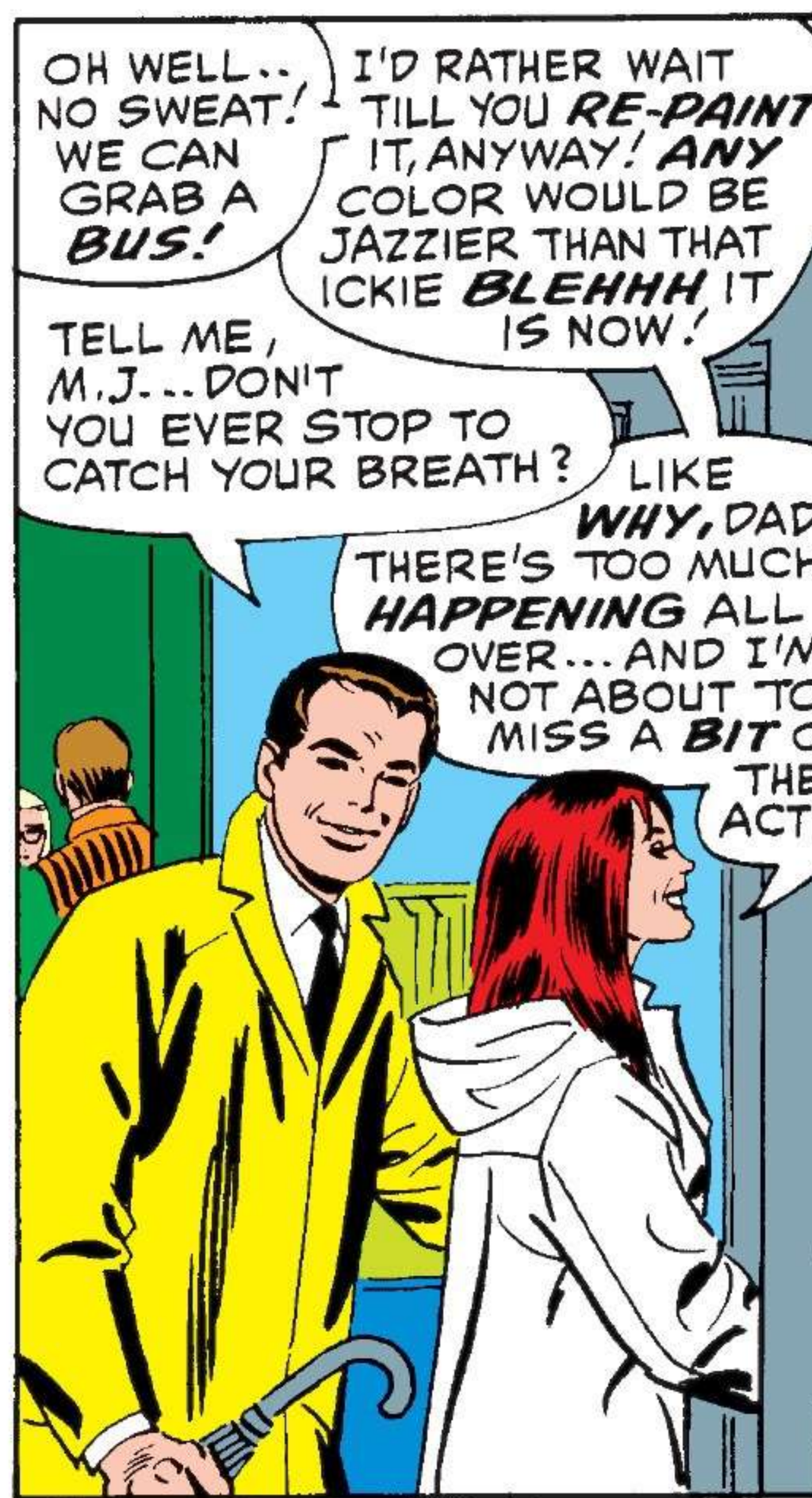
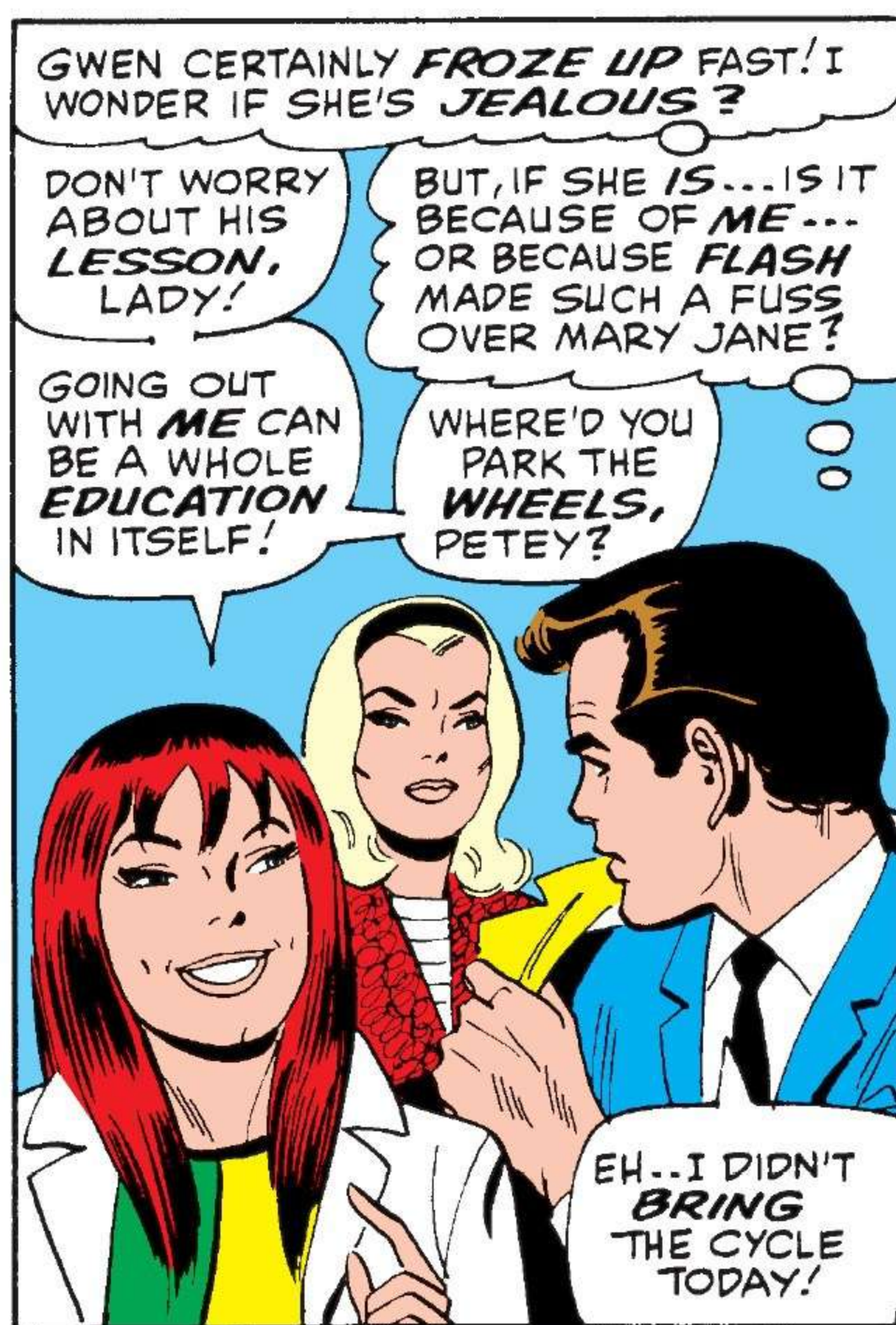
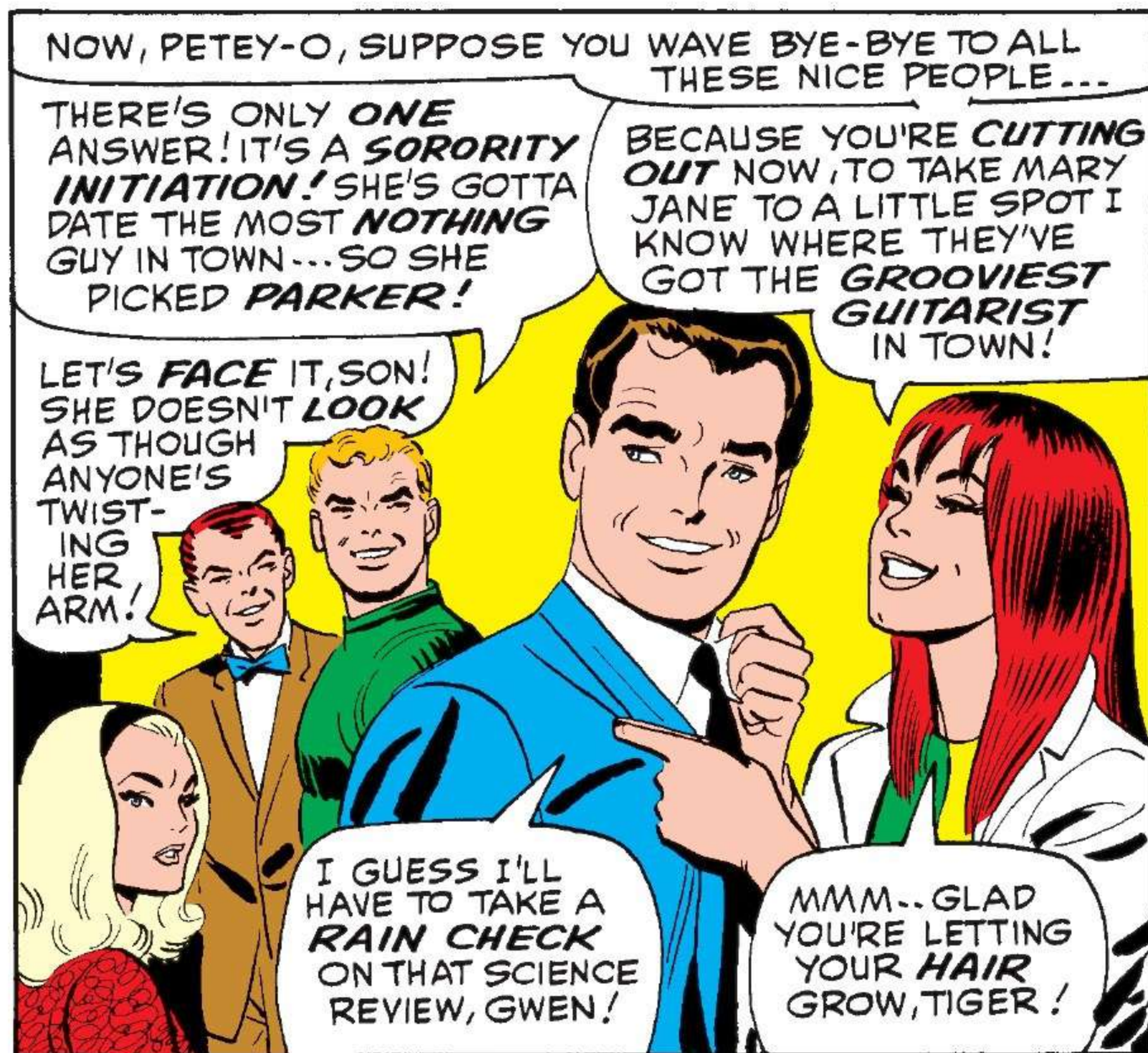
MAYBE WE CAN RUN A **PROFILE** STORY ON HIM!

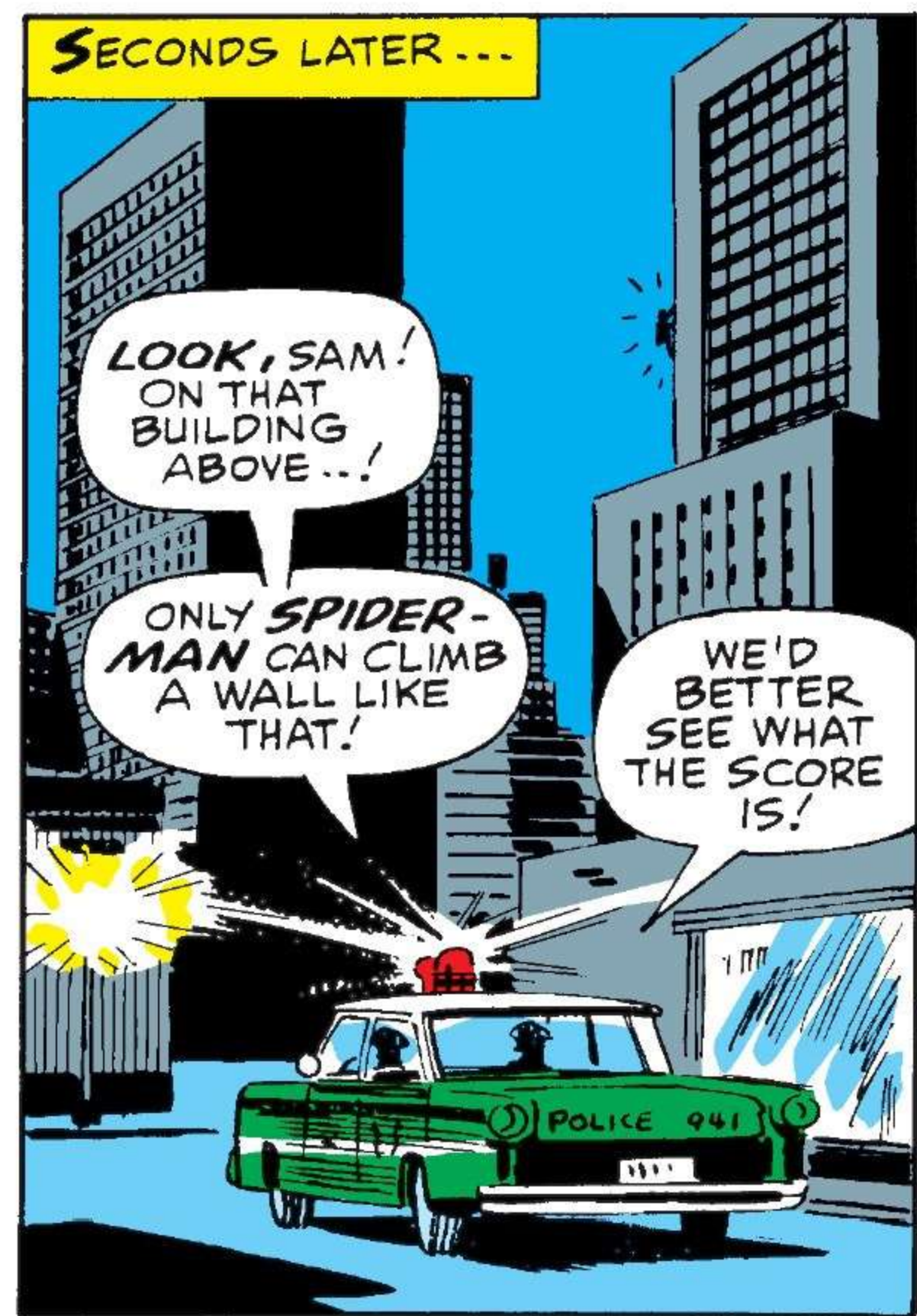
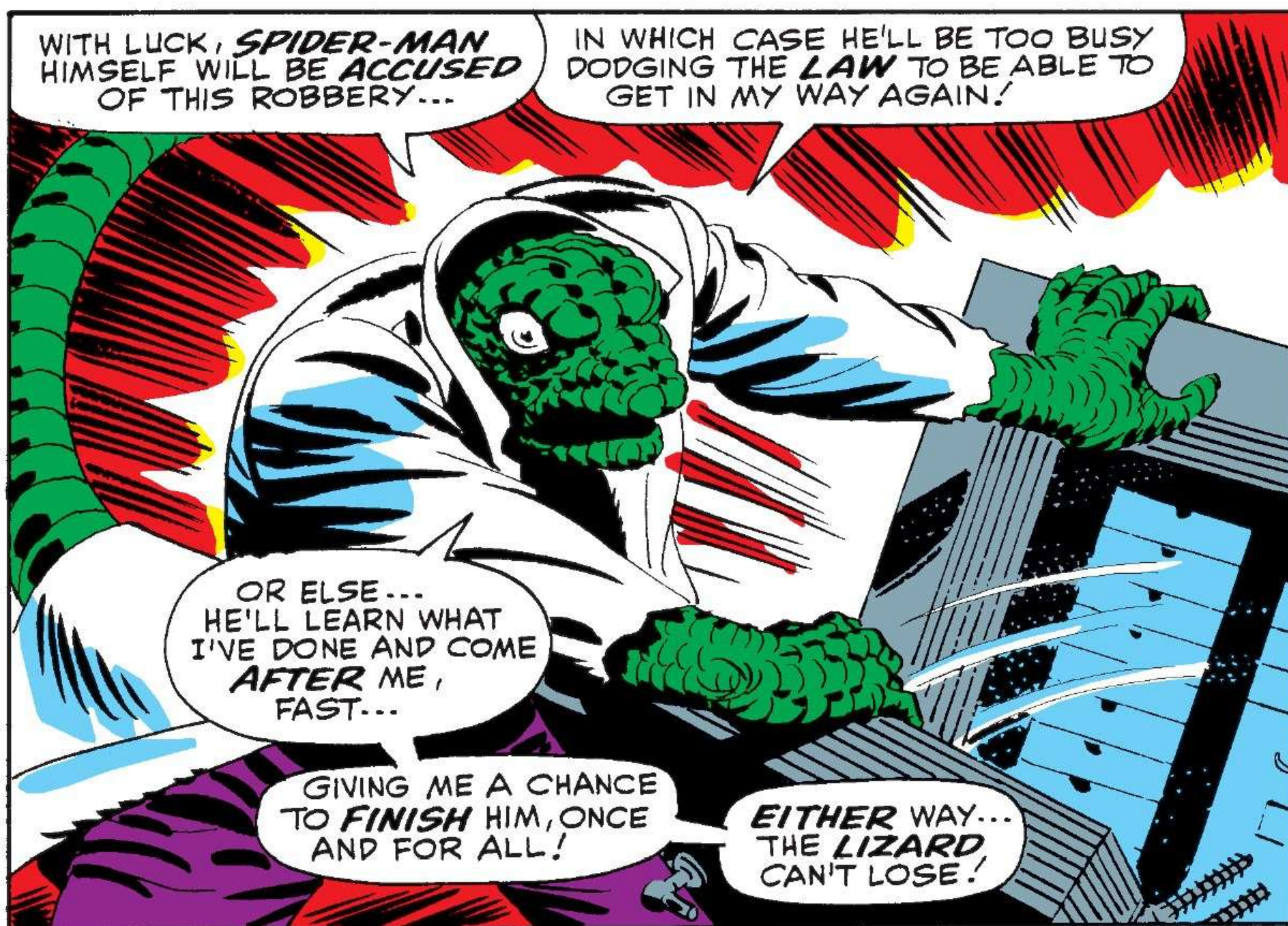
I'LL GET ON IT SOON AS I **CAN**, JJ!

YOU'LL GET ON IT, **NOW**, MISTER!

THAT'S WHAT I **MEANT**!







BOY! AN EVENING OUT WITH **MARY JANE** IS LIKE A DOZEN **HOLIDAYS** ROLLED INTO ONE! SHE'S THE MOST... **HEY! WHAT'S THIS?!!**

I WAS NOWHERE **NEAR** THERE LAST NIGHT!

THE **LIZARD!** IT HAD TO BE **HIM!**

I'D BETTER CALL **MRS. CONNORS** RIGHT AWAY!

YOU MEAN YOU DIDN'T HEAR A **THING?** HE DIDN'T CONTACT YOU AT **ALL?**

NO! AND, I JUST SAW THE MORNING PAPER! DO YOU THINK...??

DON'T WORRY, **MRS. CONNORS!** I'LL TAKE CARE OF IT!

NO, DON'T WORRY, **MRS. CONNORS!** LET **ME** WORRY! IT SEEMS TO BE WHAT I DO **BEST!**

THE **LIZARD** MUST HAVE **INTENDED** TO FRAME ME! BUT, WHAT DO I **DO** ABOUT IT? I'M STYMIED IF I CAN'T **FIND** HIM!

BUT, I JUST **CAN'T** MISS ANOTHER DAY OF **CLASS!**

AND SO... YOUNG MAN, IF YOU WON'T ANSWER TO **PARKER**, WHAT NAME WOULD YOU **LIKE** ME TO CALL YOU?

HE NEVER APPEARS IN **DAYLIGHT!** I'LL HAVE TO WAIT TILL **NIGHT-FALL!**

IF I COULD JUST **FORGET** ABOUT HIM TILL THEN!

PETE! FOR GOODNESS SAKE... **WAKE UP!**

AND SO IT GOES FOR THE REST OF THE MORNING, UNTIL... SAY, PETE...!

I TELL YOU **SPIDEY'S INNOCENT!** WHY WOULD **HE** WANNA STEAL ANY CRUMMY JEWELS?

GOOD OL' **FLASH!** DEFENDING ME, AS USUAL! IF HE ONLY **KNEW...**

THAT **MARY JANE** MUST BE **SOME-THING!** YOU WERE **DAY-DREAMING** ABOUT HER IN CLASS ALL MORNING!

AND WHO CAN **BLAME** YOU?

THEN, WHILE WAITING FOR **NIGHT** TO FALL...

IT'S NO USE! I CAN'T EVEN CONCENTRATE ON PAINTING MY CYCLE!

I'VE GOT TO CLEAR MYSELF WITH THE **LAW...** FIND THE **LIZARD...** AND RAISE SOME **MONEY** FOR AUNT MAY! THAT'S **ALL!**

BUT FINALLY, AS A SOFT BLANKET OF **DARKNESS** DESCENDS UPON THE CITY BELOW...

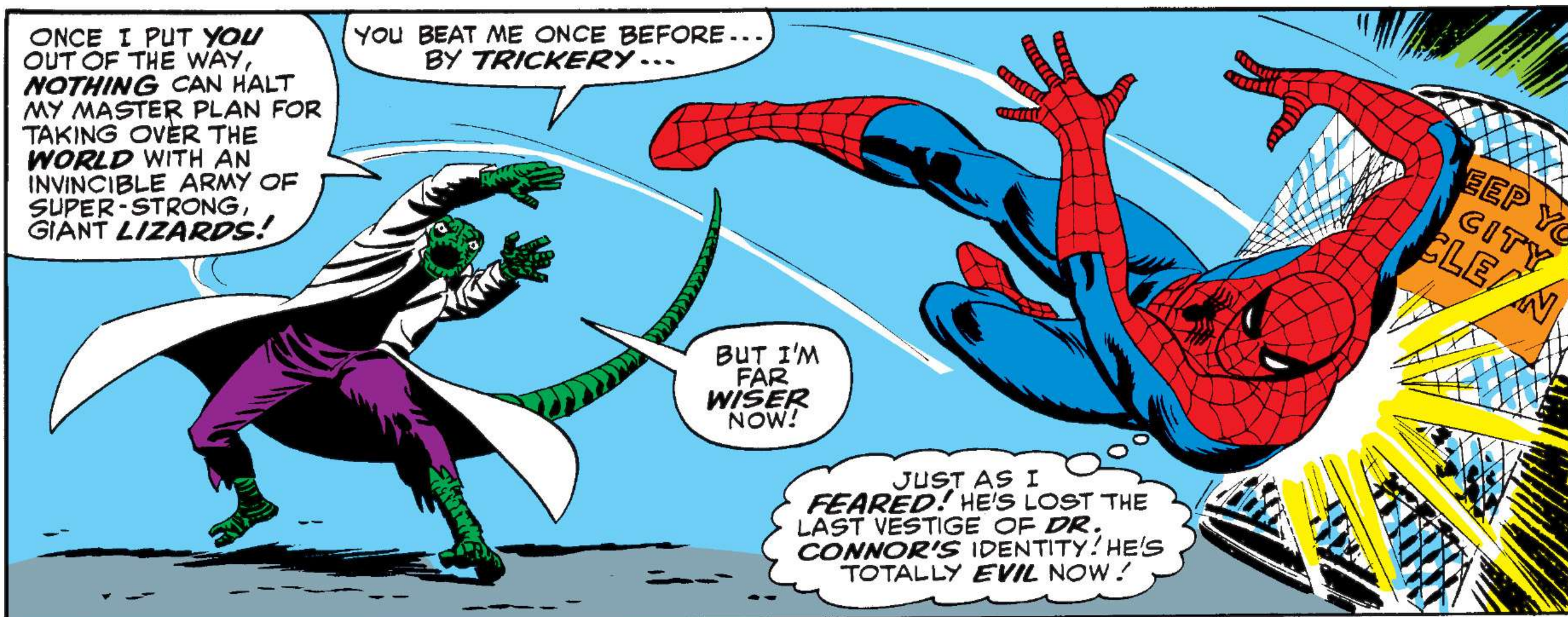
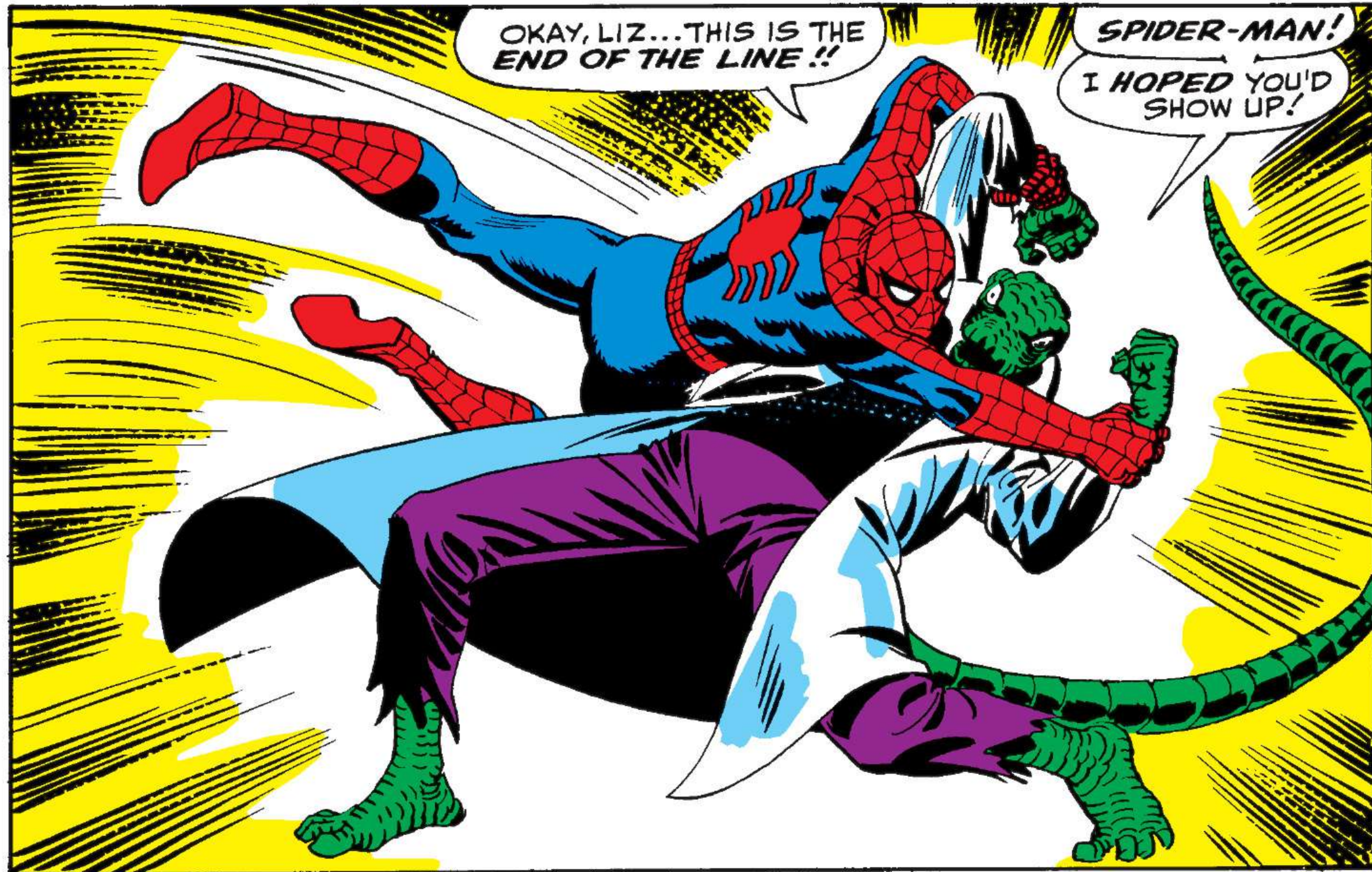
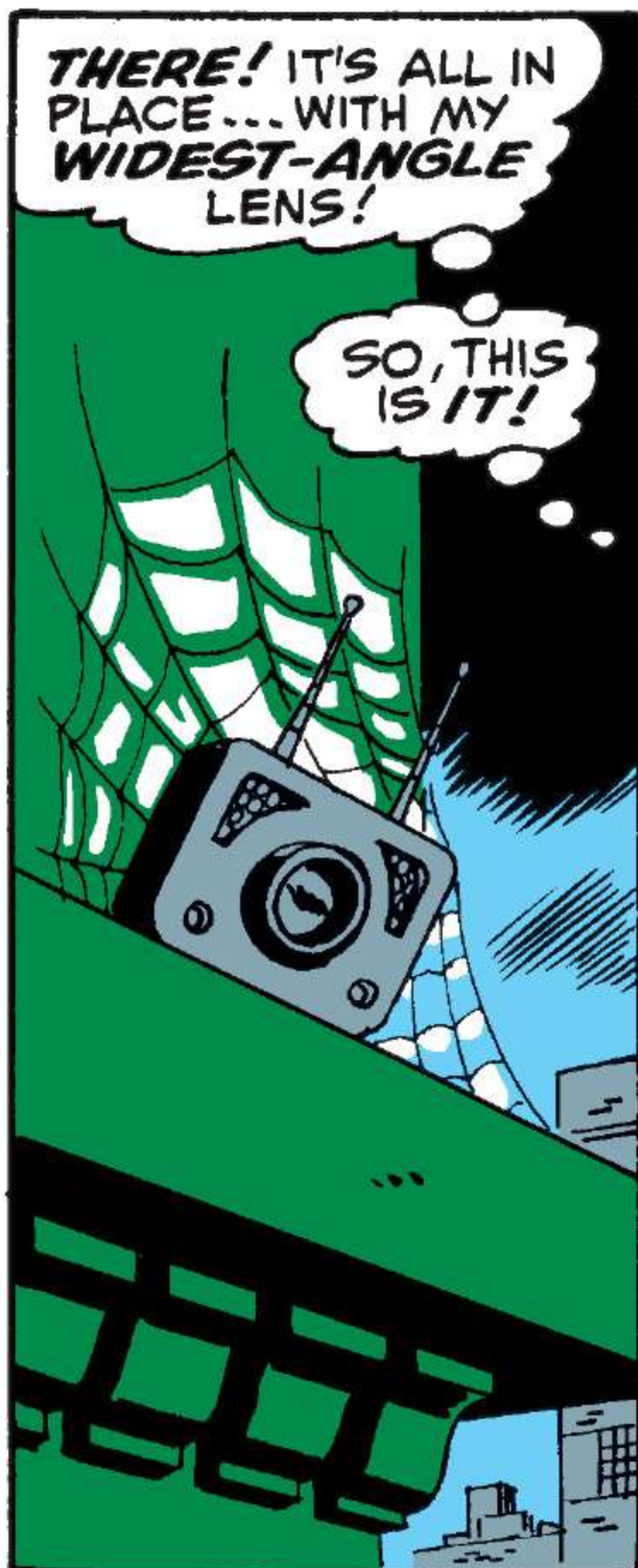
I'LL KEEP SEARCHING IF IT TAKES **ALL NIGHT!**

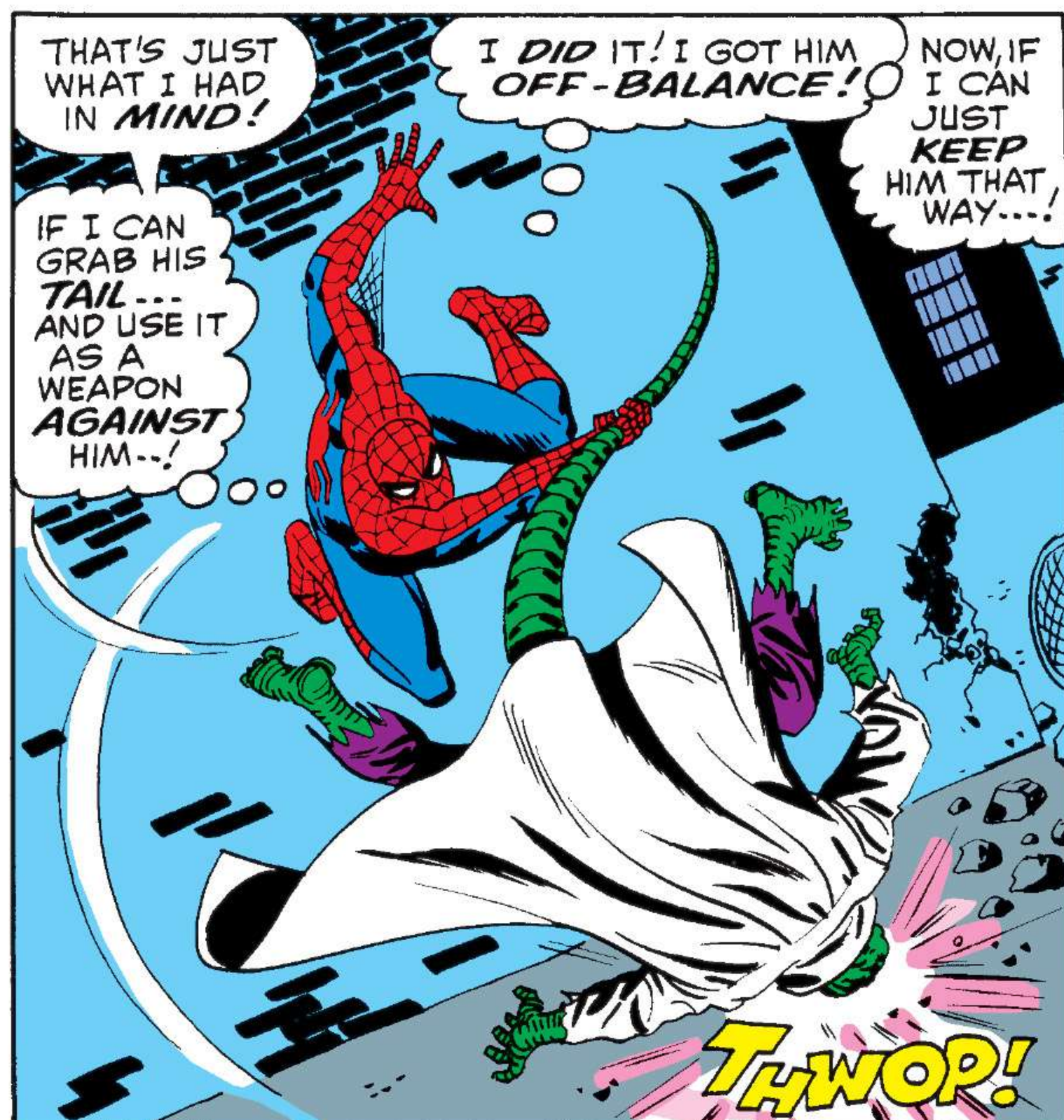
IF HE'S OUT TO **GET** ME, HE'S SURE TO **SHOW** HIMSELF SOONER OR LATER! AND I'M GONNA BE THERE WHEN HE **DOES!**

THEN, TRUE TO HIS WORD... SHORTLY AFTER MIDNIGHT...

IT'S **HIM!** AND HE DOESN'T **SEE** ME YET!

WITH LUCK, I'LL HAVE TIME TO SET UP MY **AUTOMATIC CAMERA** BEFORE I **TACKLE** HIM!





THAT'S JUST WHAT I HAD IN *MIND*!

IF I CAN GRAB HIS *TAIL*... AND USE IT AS A WEAPON AGAINST HIM--!

I *DID* IT! I GOT HIM OFF-BALANCE!

NOW, IF I CAN JUST *KEEP* HIM THAT WAY....!

THWOP!



LIZARD... *LISTEN* TO ME... YOU'VE GOT TO *LISTEN*!

I DON'T WANT TO HURT YOU... I WANT TO *HELP* YOU! YOU DON'T REALLY KNOW WHAT YOU'RE *DOING*!

YOU'RE *NOT* THE LIZARD! YOU'RE A *SCIENTIST*! YOUR NAME IS *CURTIS CONNORS*! HEAR? *CONNORS*! DOESN'T THAT NAME *MEAN* ANYTHING TO YOU? CAN'T YOU REMEMBER YOUR *WIFE* -- YOUR *SON*?

YOU DON'T WANT TO HURT *THEM*, DO YOU? I *KNOW* YOU DON'T!



YOU *FOOL*! YOU THINK YOU CAN SAVE YOURSELF BY MAKING UP *FAIRY TALES*??!

I CARE FOR *NOBODY*!! THE LIZARD HAS ONLY *ONE* GOAL... TO DESTROY THE ENTIRE *HUMAN RACE*!

FLOK!

IT'S *NO USE*! HE'S TOO FAR GONE!... CAN'T REASON WITH HIM!

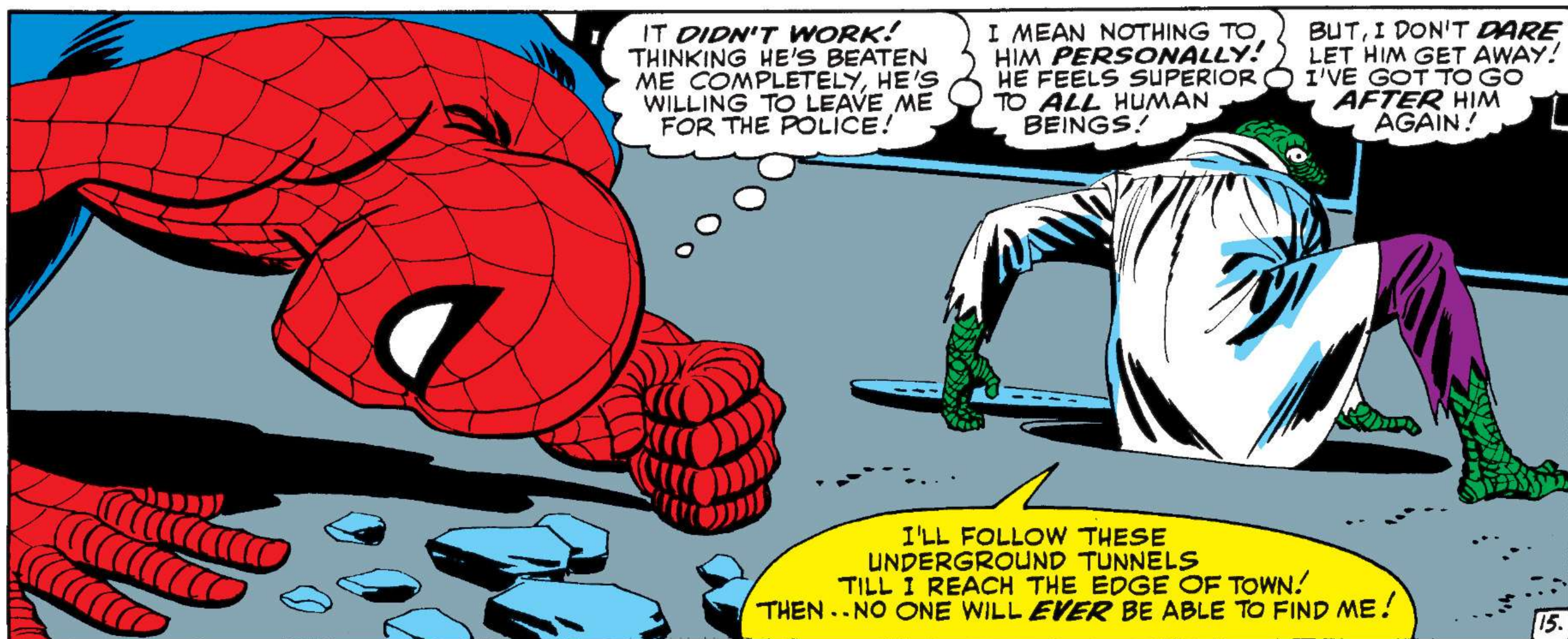
UHHH! HIS *TAIL*! TOO POWERFUL! CAN'T *HOLD* IT BACK... AGHH!



ALMOST KNOCKED THE *WIND* OUT OF ME! I'LL PLAY *POSSUM*... PRETEND TO BE *OUT*! THEN, WHEN HE REACHES TOWARDS ME, I'LL *GRAB* HIM AGAIN!

I'VE *WON*! I'VE DEFEATED *SPIDER-MAN* AT LAST!

BY THE TIME HE COMES TO, I'LL BE SAFELY *GONE*! AND THE *POLICE* WILL PROBABLY HAVE *FOUND* HIM BY THEN!

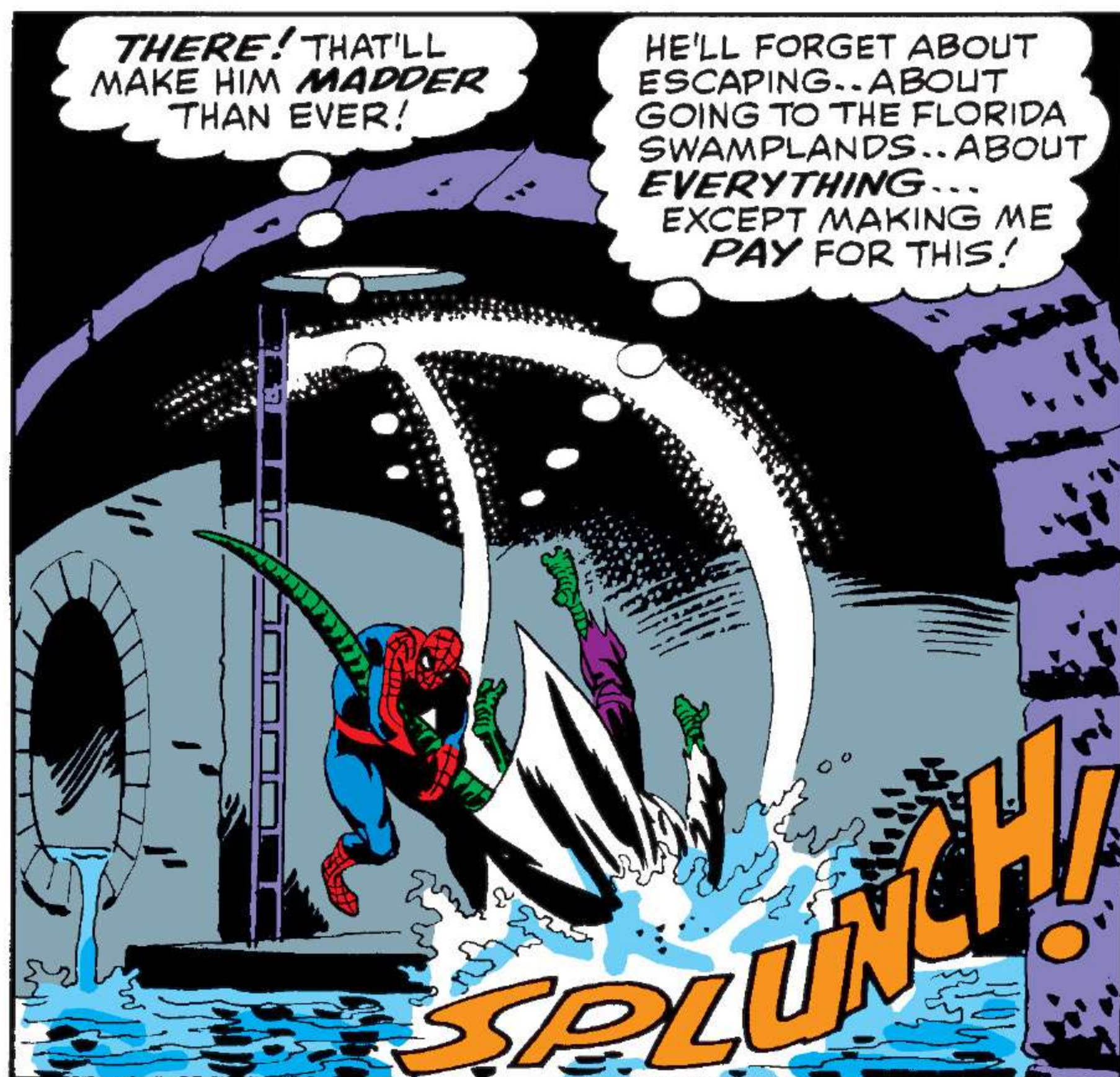


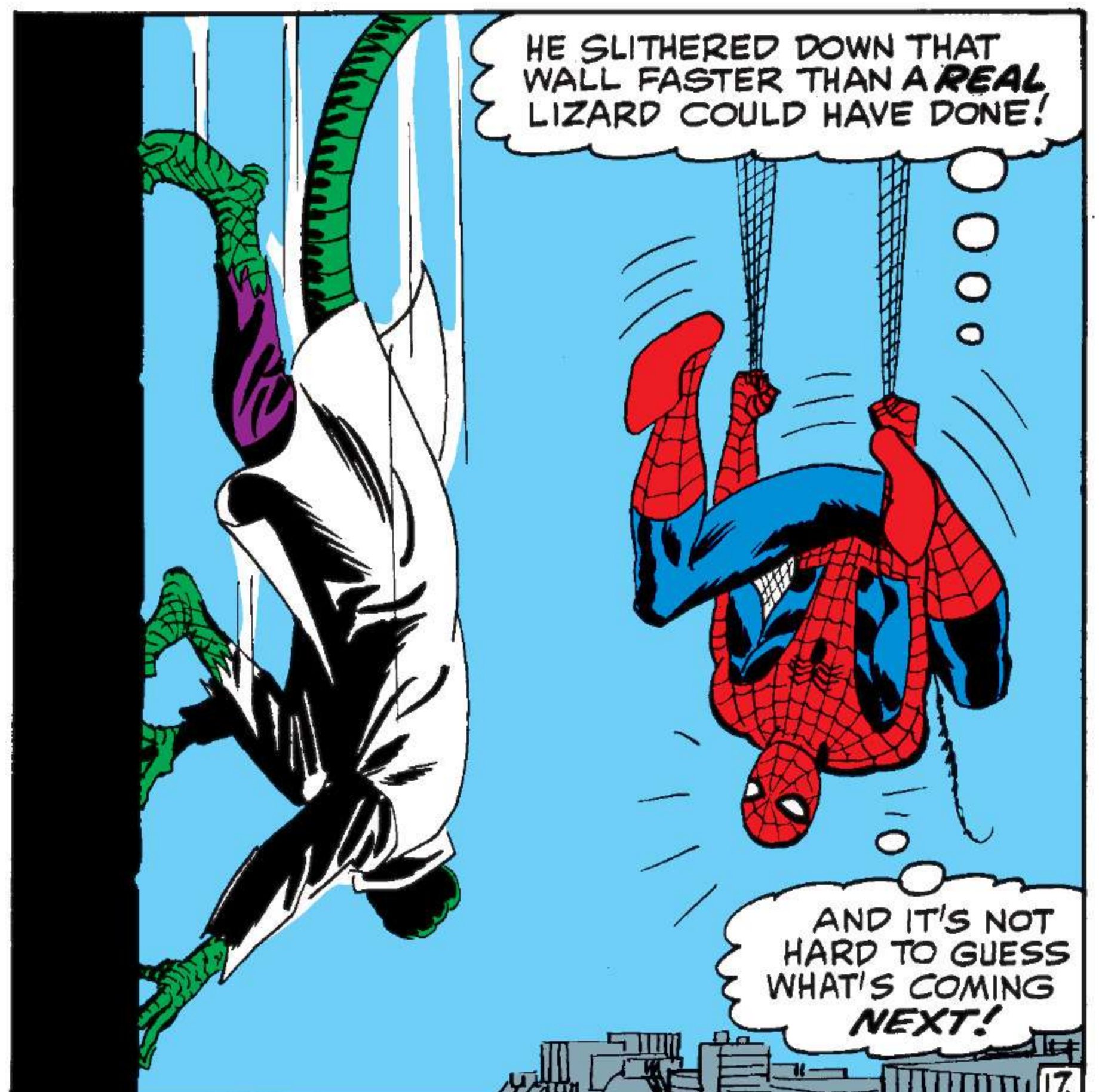
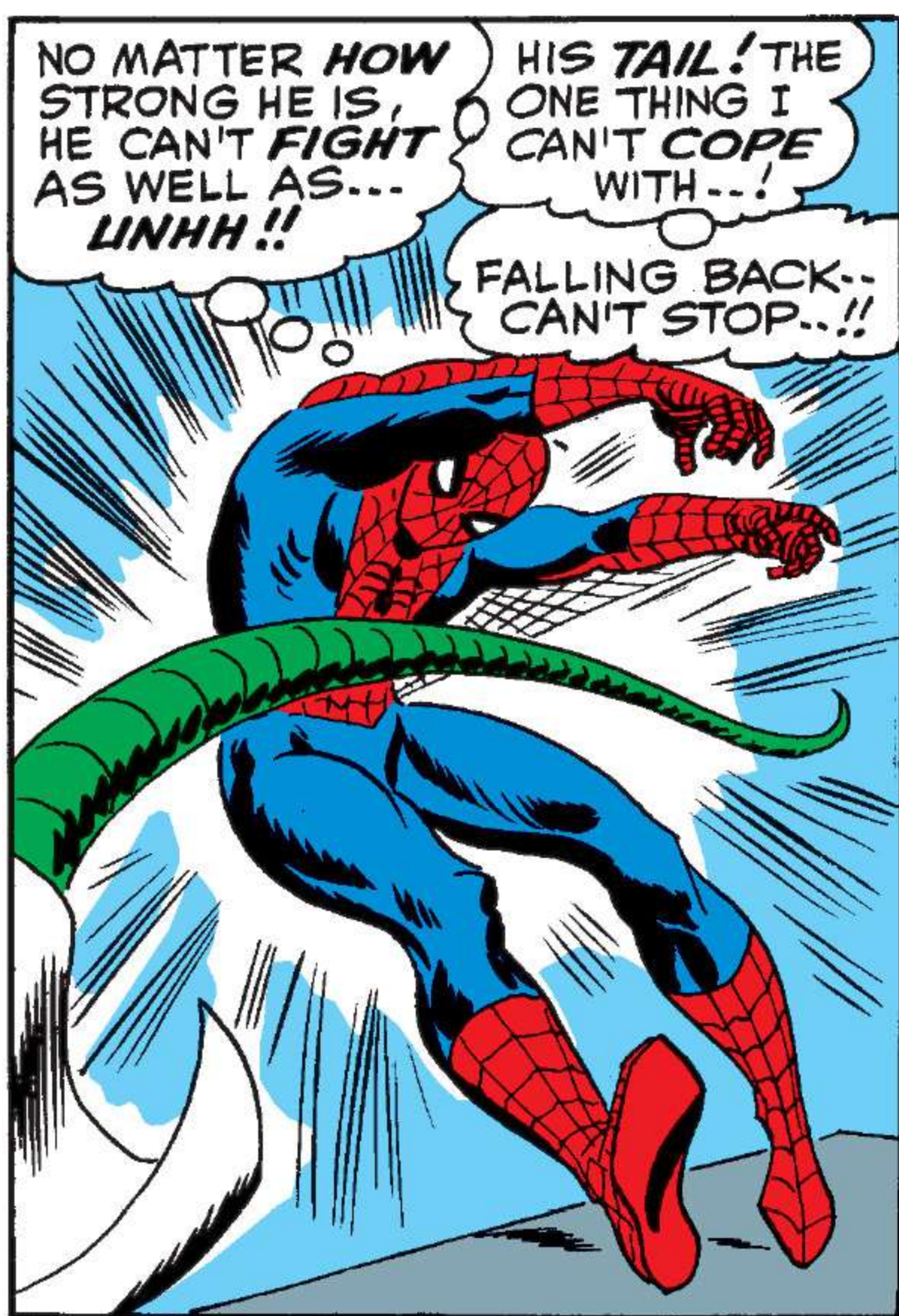
IT *DIDN'T* WORK! THINKING HE'S BEATEN ME COMPLETELY, HE'S WILLING TO LEAVE ME FOR THE *POLICE*!

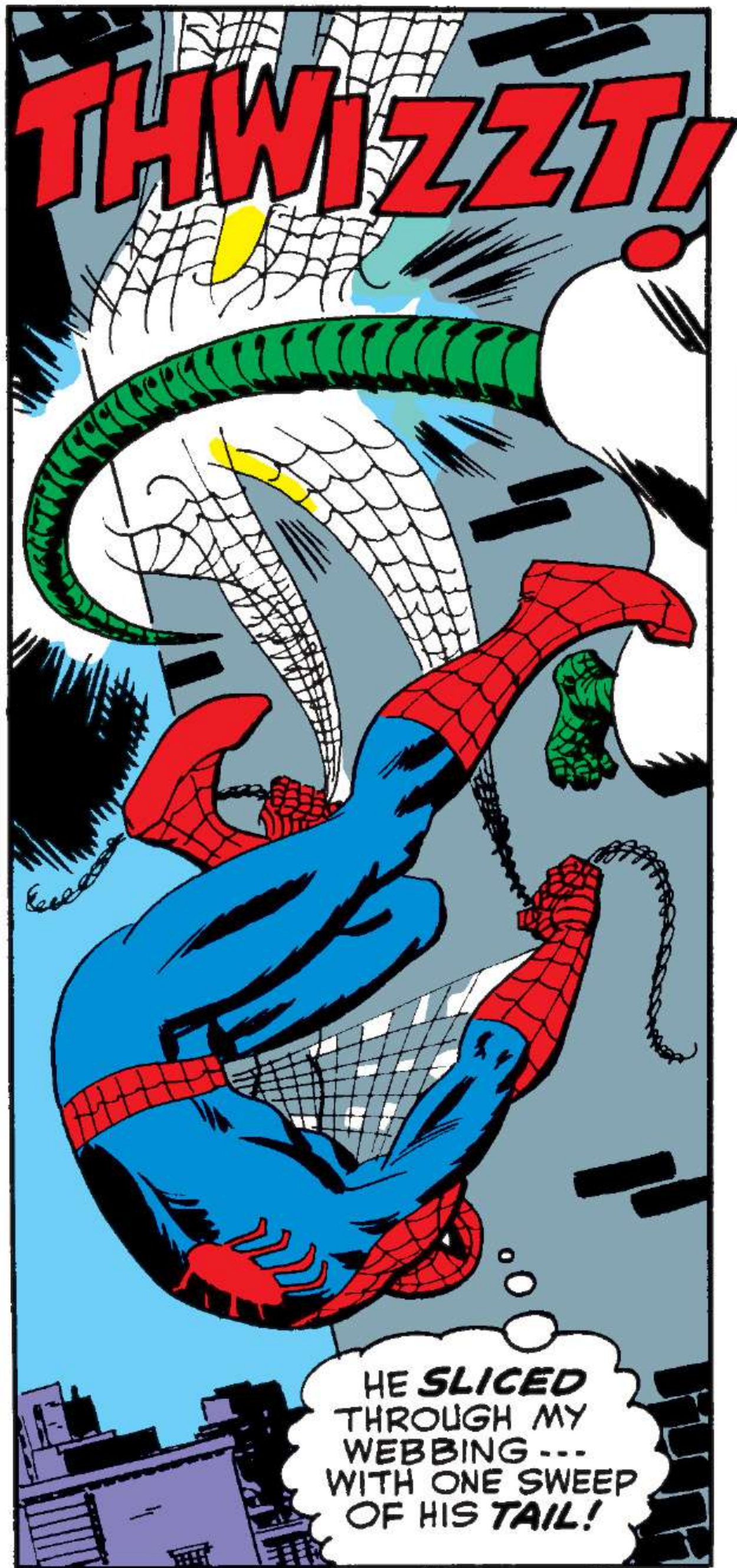
I MEAN NOTHING TO HIM *PERSONALLY*! HE FEELS SUPERIOR TO *ALL* HUMAN BEINGS!

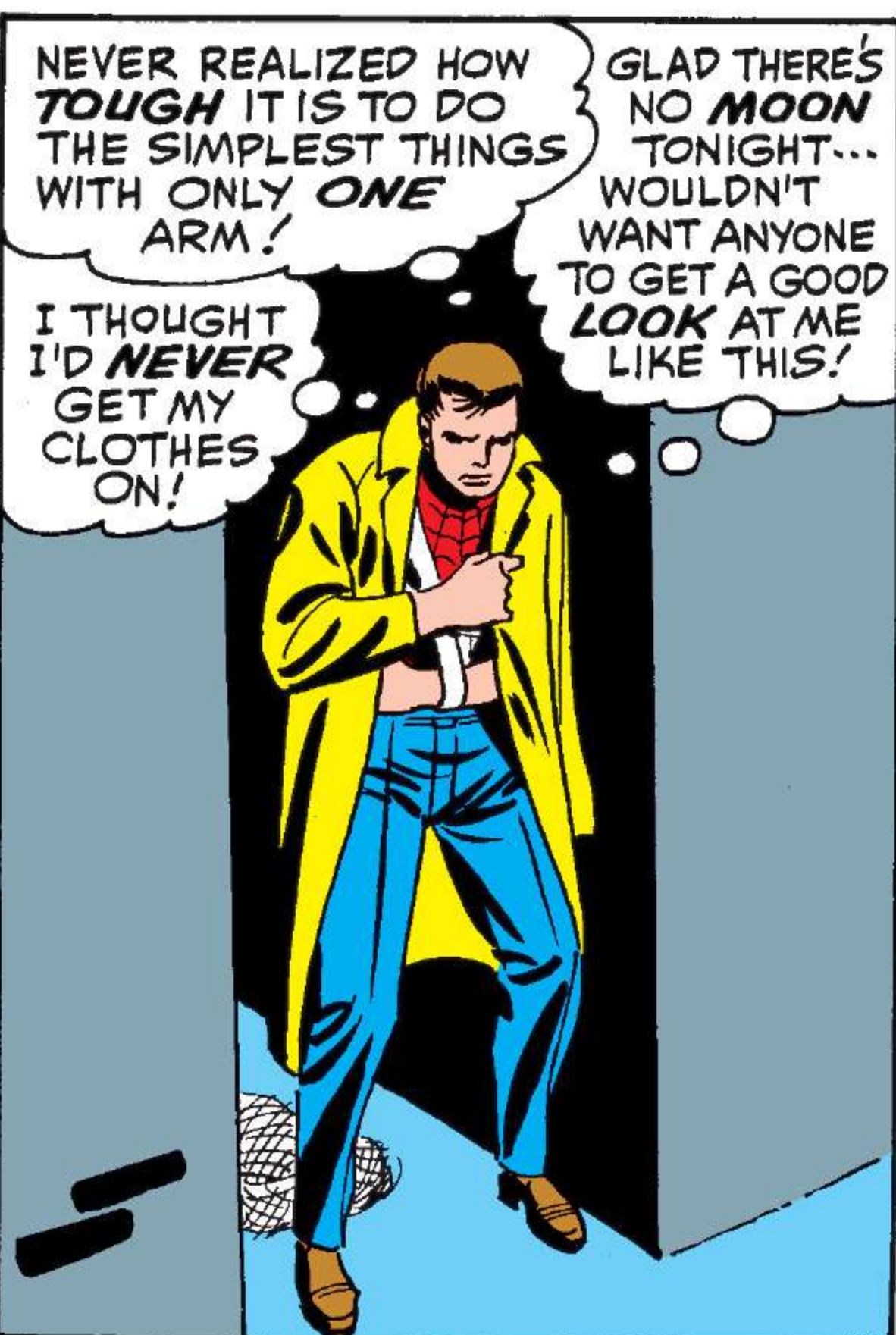
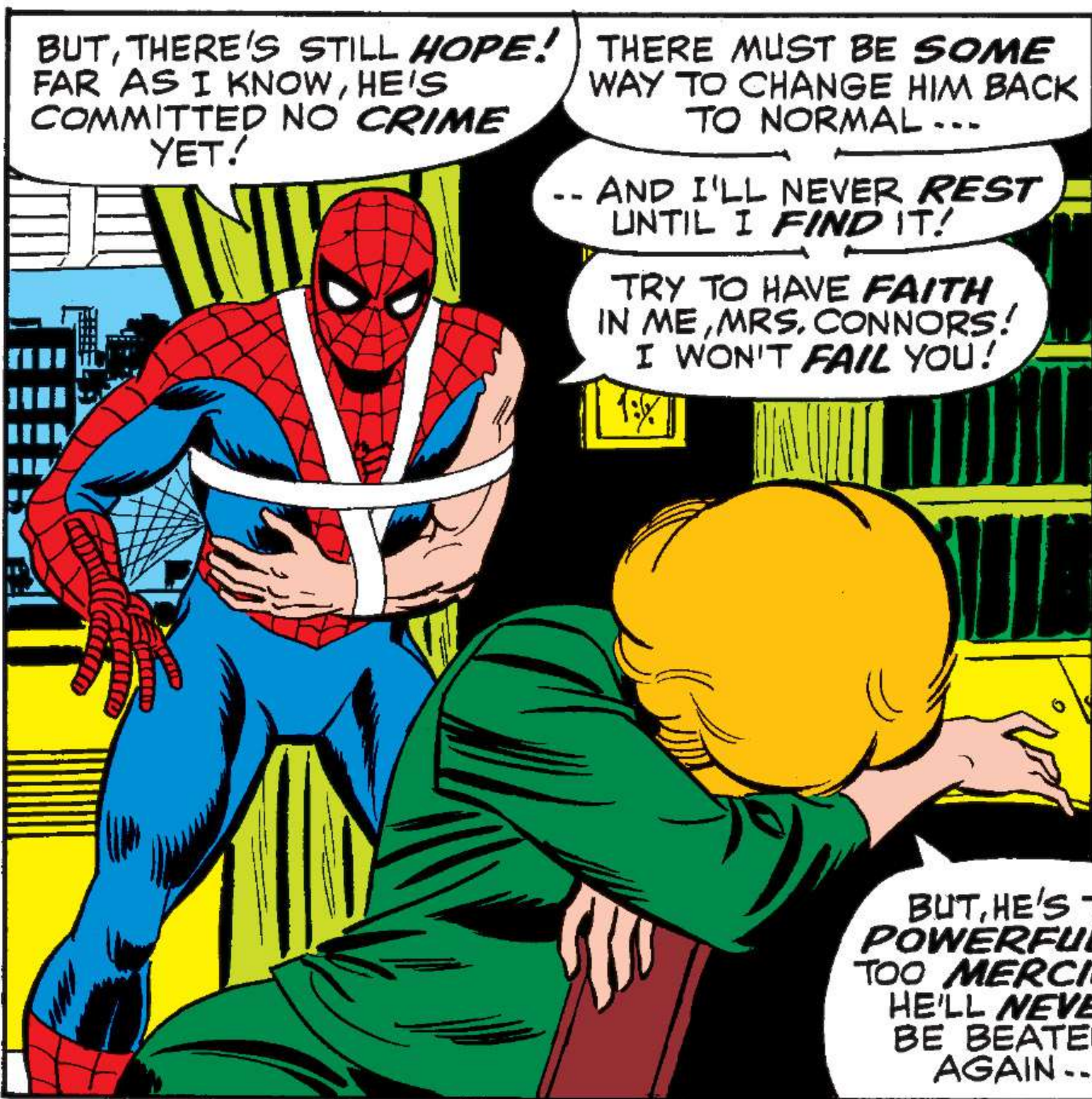
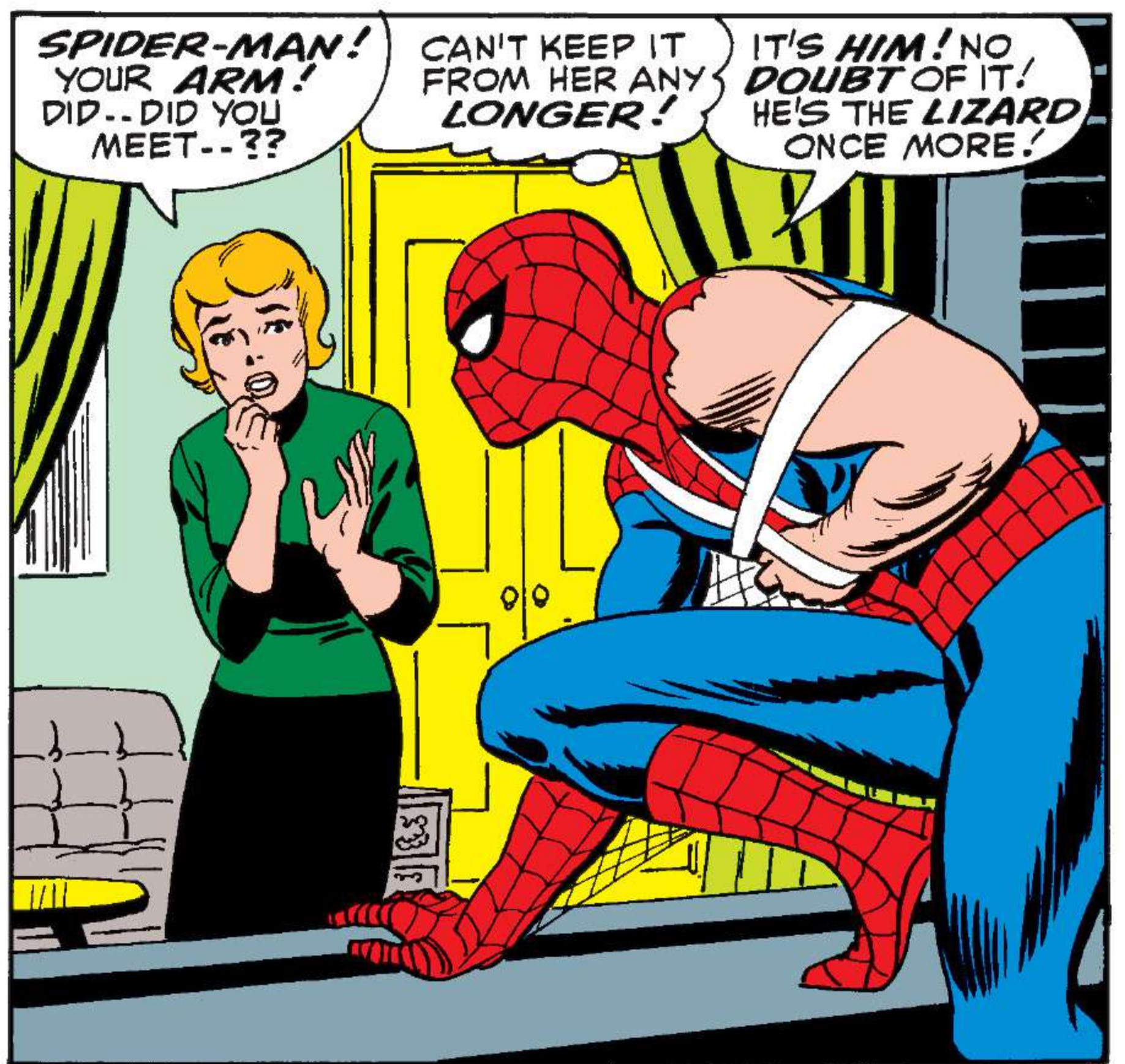
BUT, I DON'T *DARE* LET HIM GET AWAY! I'VE GOT TO GO *AFTER* HIM AGAIN!

I'LL FOLLOW THESE UNDERGROUND TUNNELS TILL I REACH THE EDGE OF TOWN! THEN... NO ONE WILL *EVER* BE ABLE TO FIND ME!











IT WAS A **LOVELY** TRIP, DEAR... AND EVERYTHING IS JUST **FINE**!

BUT YOUR VOICE SOUNDS SO **WEAK**! IS ANYTHING **WRONG**? ARE YOU GETTING ENOUGH **SLEEP**?

SURE! I'VE NEVER BEEN **BETTER**! WE MUST HAVE A **BAD CONNECTION**!



NOW ENJOY EVERY **MINUTE** OF IT, HEAR? THINGS ARE **GREAT** BACK HOME... SO RELAX AND HAVE A GOOD **REST**!

CAN'T LET HER **WORRY** ABOUT ME... NO MATTER **WHAT**!

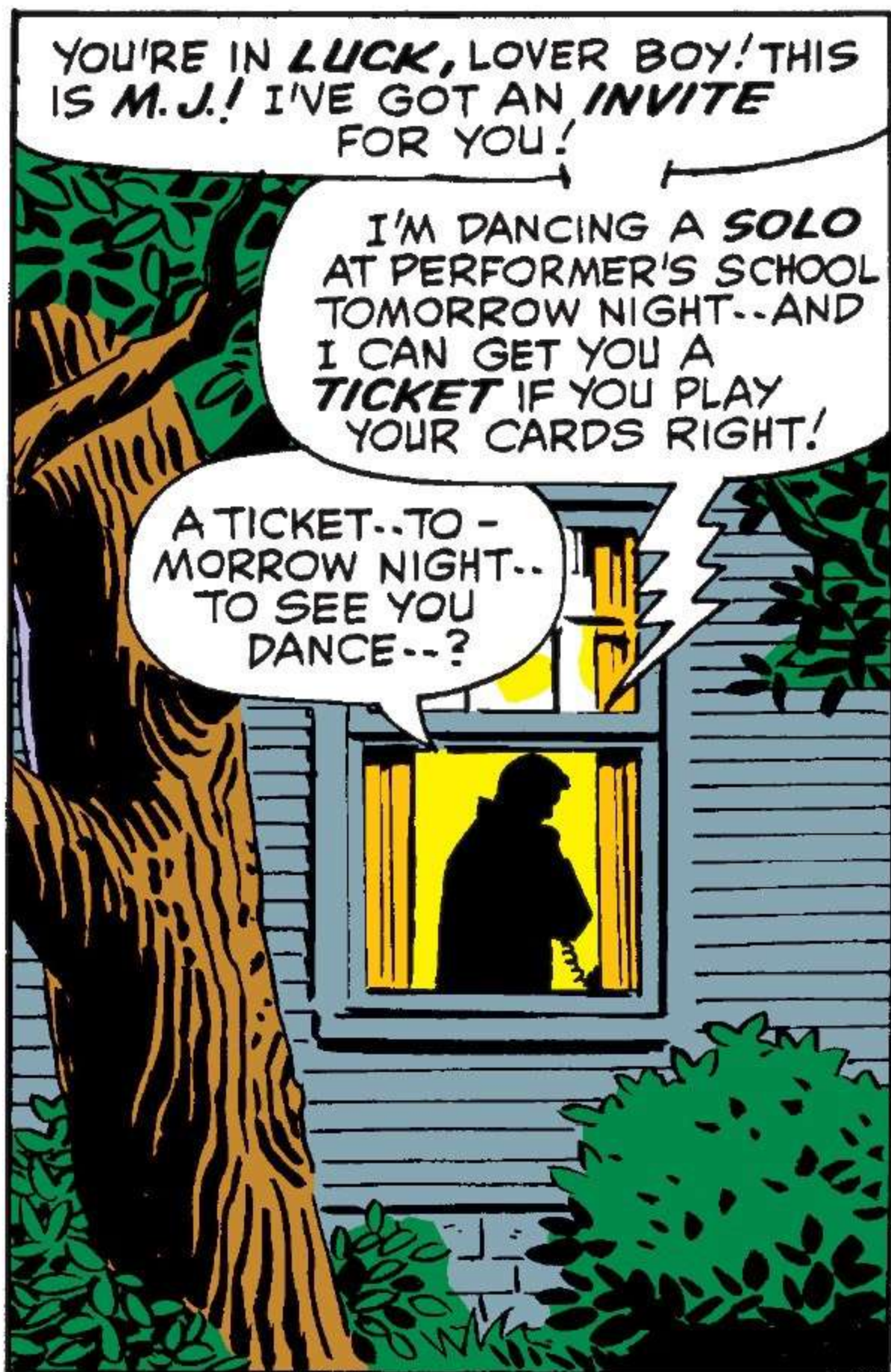
I'LL TALK TO YOU **AGAIN** REAL SOON! SLEEP WELL NOW... GOOD NIGHT, AUNT MAY!



IT'S LUCKY I GOT THROUGH **THAT** WITH... WHA? THE **PHONE** AGAIN!

I'VE GOT TO GET SOME **REST**! I JUST WON'T **ANSWER** IT!

NO... IT MIGHT BE **IMPORTANT**!



YOU'RE IN **LUCK**, LOVER BOY! THIS IS **M. J.**! I'VE GOT AN **INVITE** FOR YOU!

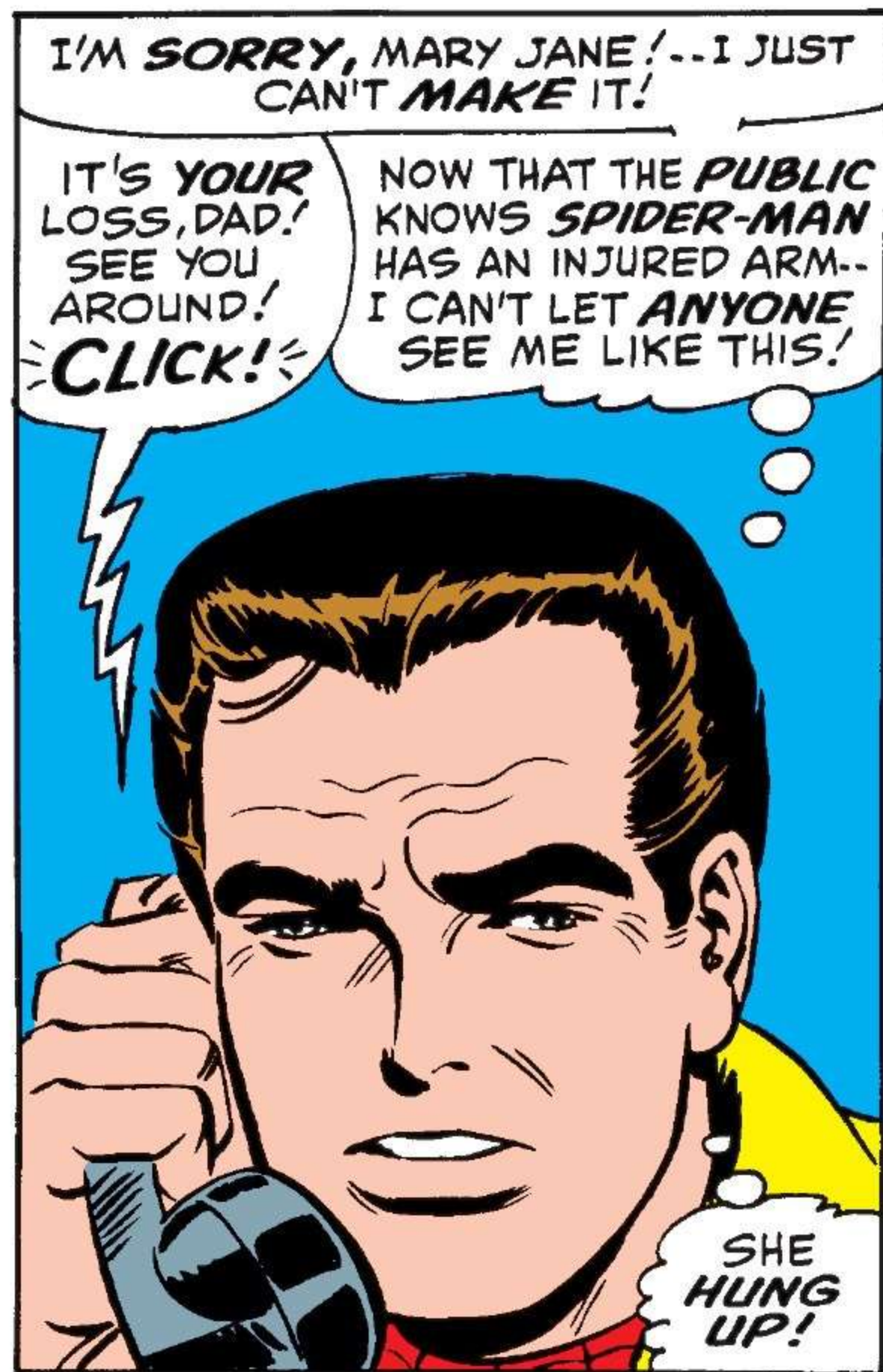
I'M DANCING A **SOLO** AT PERFORMER'S SCHOOL TOMORROW NIGHT--AND I CAN GET YOU A **TICKET** IF YOU PLAY YOUR CARDS **RIGHT**!

A **TICKET**--TO-MORROW NIGHT--TO SEE YOU **DANCE**--?



HOLD ON, PETEY-O! TRY TO **COOL** IT, DAD! YOUR **ENTHUSIASM** IS OVERWHELMING!

I KNOW YOU'RE **THERE**, TIGER... I CAN STILL HEAR **BREATHING**!

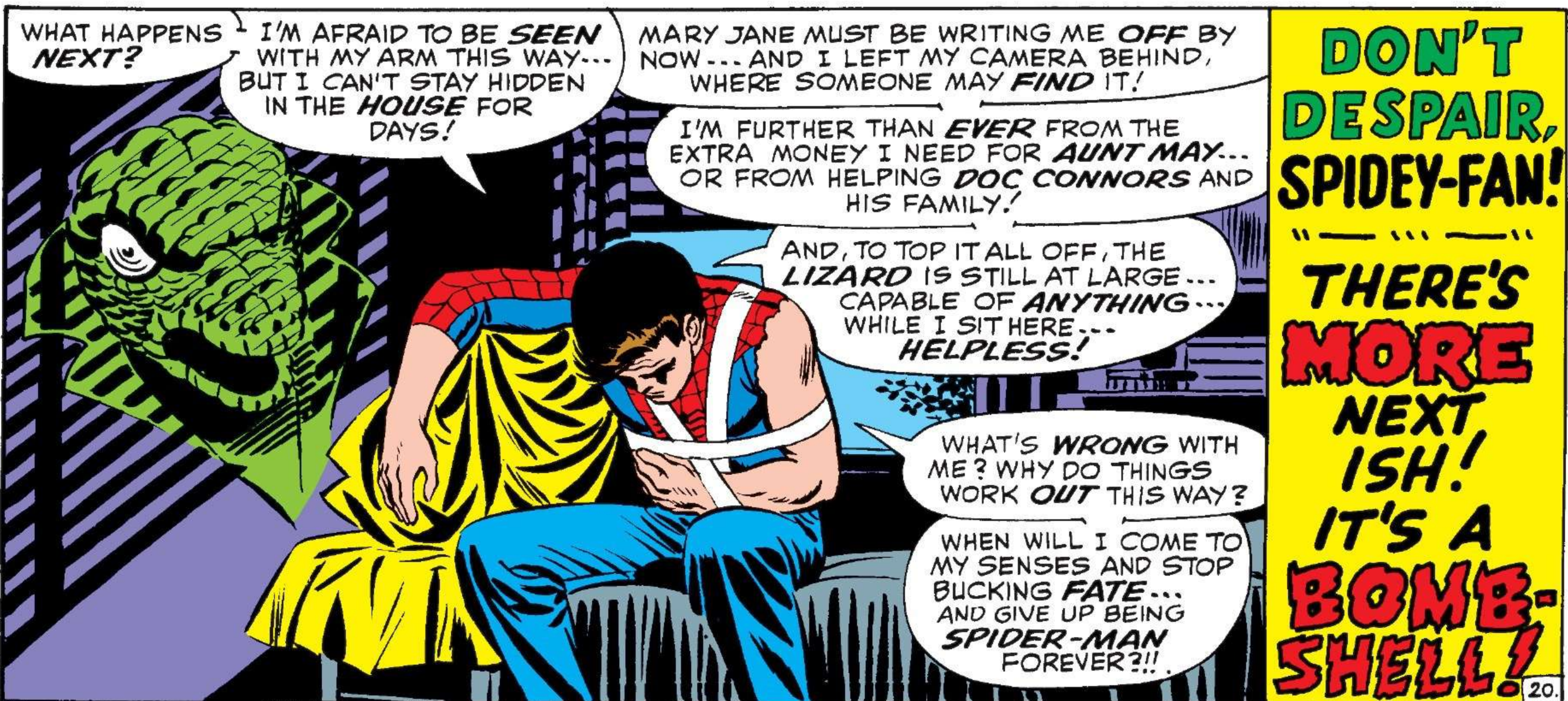


I'M **SORRY**, MARY JANE!--I JUST CAN'T **MAKE** IT!

IT'S **YOUR** LOSS, DAD! SEE YOU **AROUND**! **CLICK!**

NOW THAT THE **PUBLIC** KNOWS **SPIDER-MAN** HAS AN INJURED ARM--I CAN'T LET **ANYONE** SEE ME LIKE THIS!

SHE **HUNG UP**!



WHAT HAPPENS **NEXT**?

I'M AFRAID TO BE **SEEN** WITH MY ARM THIS WAY... BUT I CAN'T STAY HIDDEN IN THE **HOUSE** FOR DAYS!

MARY JANE MUST BE WRITING ME **OFF** BY NOW... AND I LEFT MY CAMERA BEHIND, WHERE SOMEONE MAY **FIND** IT!

I'M FURTHER THAN **EVER** FROM THE EXTRA MONEY I NEED FOR **AUNT MAY**... OR FROM HELPING **DOC CONNORS** AND HIS FAMILY!

AND, TO TOP IT ALL OFF, THE **LIZARD** IS STILL AT LARGE... CAPABLE OF **ANYTHING**... WHILE I SIT HERE... **HELPLESS**!

WHAT'S **WRONG** WITH ME? WHY DO THINGS WORK **OUT** THIS WAY?

WHEN WILL I COME TO MY SENSES AND STOP **BUCKING FATE**... AND GIVE UP BEING **SPIDER-MAN** FOREVER?!!

DON'T DESPAIR, SPIDEY-FAN!

THERE'S MORE NEXT ISH! IT'S A BOMB-SHELL!